Corporate Social Responsibility Policy
Kony India Private Limited

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Document History

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Comments:

v. 7.0 The most recent amendment concerns the replenishment of committee members.

v. 8.0 Updated policy to fully align the Temenos India CSR Policy with Section 135 of the Companies Act, 2013 and CSR Rules

v. 9.0 Updated policy to fully align the Temenos India CSR Policy with Section 135 of the Companies Act, 2013 and CSR Rules and as per MCA guidelines

1. CSR Policy

At Temenos, we are committed to achieving business excellence and long-term value through superior financial performance while managing our operations in a responsible and sustainable way and conducting our business with integrity and transparency, ensuring that we comply with legislation and client requirements, honoring our stakeholders' expectations and returning value to society and the environment.

Statement

Aligned with the relevant provisions of the Companies Act 2013 (Act) and the Companies Rules 2014 (Rules), Temenos India Private Limited established the India Corporate Social Responsibility Committee (CSR Committee). Based on the recommendations of the CSR Committee, the Temenos India Private Limited Board of Directors (Board) of the Company developed and approved the Temenos India Social Responsibility Policy (CSR Policy). This Policy governs the CSR activities for Temenos India Private Limited (Company) in compliance with section 135 of the Companies Act 2013.

Scope and Applicability

The CSR Policy covers the CSR strategy and projects to be implemented by the Company aligned with the Act. It covers projects implemented either directly or through implementing partners and NGOs. The Policy is available online under the Corporate Governance section of the corporate website at https://www.temenos.com/en/about-temenos/investor-relations/corporate-governance/

Objectives

The CSR Policy has the following objectives:

- To promote a strategic and sustainable approach to CSR across the Company in line with our corporate vision, mission, CSR priorities as well as the strategic issues of our business to create shared value for all stakeholders involved.

- To ensure that our CSR activities are relevant to the national agenda, in compliance with the Act and contribute in a significant way to India's local economic development.

Annual Action Plan

The CSR Committee will prepare and recommend to the Board an annual action plan under this Policy. The plan will set out the CSR projects to be carried out, how they will be implemented, how the funds will be used during the respective financial year, how progress will be monitored and reported, and whether a needs or impact assessment is required for any project.

2. CSR Committee

Membership

In accordance with the requirements of the Act, a CSR Committee shall be formed to manage the CSR activities of the Company. The CSR Committee shall consist of the following members:

1. Mr. G. Sriraman, Chairman
2. Mr. K. Viswanathan, Member
3. Mr. Mutaharuddin Syed, Member

4. Mrs. Sugandh Priya, Member
5. Mr. Adam Snyder, Secretary

Members of the CSR Committee shall be appointed and may be replaced or removed by the Board. Members may voluntarily resign from their position as a Member of the CSR Committee. 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 CSR Committee may invite to its meetings other members of the Board, members of the Company management or outside experts or such other people as the Committee deems appropriate.

Meetings

The CSR Committee meets at least twice per financial year. More regular meetings may be held where circumstances require (e.g. important projects or initiatives, workload, availability, emergency). Any member of the CSR Committee can request the Chairman to call a meeting. Meetings may be held in person or via other methods of connectivity (conference call, phone). The Secretary also participates in the Global Sustainability Committee, as a representative of the India CSR Committee updating on the progress of the Committee.

Responsibilities

CSR Committee Responsibilities

- Draft, maintain, review and update the CSR Policy as per the requirements of the Act
- Recommend to the Board the CSR activities to be undertaken in compliance with the laws, rules and regulations in India and in accordance with internationally recognized standards
- Support the allocation of resources to enable the Company to comply with the CSR Policy
- Oversee the CSR activities' implementation and the publication of the annual CSR report in the format required by the Act
- Review effectiveness and impact of the CSR activities
- Regularly report to the Board on the CSR Strategy and Committee performance

Board Responsibilities

- The Board shall approve the CSR Policy and the annual action plan, ensure that the activities included in the CSR Policy are undertaken by the Company, and ensure that the Company spends, in every financial year, at least two per cent of the average net profits of the Company made during the three immediately preceding financial years, in accordance with the Act
- The Board shall satisfy itself that the funds disbursed for CSR activities have been utilized for the purposes and in the manner as approved by it
- The Board of Directors, either on its own or as per the recommendations of CSR Committee, can amend this Policy, as and when required. The decision of the Board of Directors on all matters, relating to this Policy, shall be final and binding upon all concerned. The Policy is subject to continuous review and updates as required from time to time.

3. Corporate Social Responsibility Activities

Strategic Areas

As a part of a global corporation, we understand the social responsibility that comes with that role and are committed to supporting and enhancing the quality of life of the communities in which we are operating, while many of our people work with local non-governmental organizations around the world, volunteering their time and talent to build sustainable communities. By offering financial support, sharing our business expertise as well as the effort and talent of our Employees, collaborating with customers and partners, we are making positive, measurable contributions to the communities where our Employees and customers live and work.

In line with the Act, the Company will focus its CSR activities on any of the following CSR strategic areas:

- **Poverty Alleviation and Local Economic Development**

  The company understands the responsibility that comes with that role and supports underprivileged local communities by enhancing their living standards as well as their work skills and capabilities, helping them gain access to finance, health and jobs. Towards that direction, microfinance is a powerful tool for empowering underserved and poor communities that are locked out of the formal economy to gain access to basic and affordable financial products and services that meet their unique needs delivered in a responsible and sustainable way. By sharing technologies and resources and providing skills, training and education though microfinancing, The Company can enhance the lives of these communities and contribute to their financial literacy, education, improved health and economy. The Company CSR activities also focus on Eradicating extreme hunger, poverty and malnutrition, promoting preventive healthcare and sanitation and making available safe drinking water.

- **Children**

  The company has set as a strategic priority the protection and welfare of children in need globally, irrespective of their colour, race, religion, nationality, or socio-economic status. In cooperation with leading and respectable non-profit organizations in the communities where we operate, our goal is to help improve the living conditions of children, by providing them with a healthy start, the opportunity to learn and protection from harm, while advocating and protecting their basic human rights and providing them with emotional and psychological support.

- **Youth Development**

  The company is committed to motivating, inspiring, counselling and setting young people on the right path in life, with equal opportunities for a better education regardless of their social or economic situation. We find ways to share with young people our knowledge and expertise, as well as our passion for technology and offering them access to new technologies, aiming at helping them achieve more for themselves and support their communities. In addition, we give them the opportunity to experience a truly global business environment and help them choose and shape their professional path.

- **Technology and Innovation**

  The company encourages the development of a social platform for innovation and exchange of ideas, by creating opportunities for young innovators around the world as well as its own employees to connect to share new, pioneering ideas, opportunities and learning experiences. The Company provides its knowledge, knowhow and access to business and technology and supports technology transfer and application initiatives, by facilitating the communication between young innovators and the business world.

- **Environment**

  We recognize the importance of protecting the environment. While as an IT company we rely heavily on people rather than natural resources to conduct our business, we support a precautionary approach to environmental challenges on our own initiative and an environmentally responsible way of conducting our business operations. We are committed to being an environmentally responsible neighbor in the communities where we operate, while participating in global efforts to improve environmental protection and understanding.

- **Emergency Relief**

  The company is committed to supporting the local communities, where we operate, when affected by unexpected events or disasters of any kind as well as providing assistance directly or through non-profit organizations and emergency relief agencies to prepare and respond to these humanitarian crises.

Location

The CSR Committee will decide on the locations of the CSR activities in accordance with the Act, aiming to give preference to the local communities where it operates.

Ongoing Projects

For the purpose of this Policy, an ongoing project means a multi-year project undertaken by the Company in fulfilment of its CSR obligation having timelines not exceeding three years excluding the financial year in which it was commenced, and shall include such project that was initially not approved as a multi-year project but whose duration has been extended beyond one year by the Board based on reasonable justification.

Implementation

The implementation of programs be aligned to Schedule VII of the Companies Act (2013). Proposals for new programs, as and when received, shall be evaluated in terms of appropriateness and alignment with Company's CSR policy.

These programs may be implemented through one or more of the following modes:

i. Through NGOs, Trusts, government bodies, educational institutions, other corporates and industry

associations, and other suitable implementing organizations

ii. Through organizations and multi-lateral entities with an established track record of at least three years in undertaking similar programs or projects

iii. Through joint ventures and associate companies of Temenos

iv. Through collaboration with other companies for undertaking projects, programs, or CSR activities

v. Self-executed i.e., Directly undertake initiatives by building the CSR capacity of Temenos personnel

vi. A combination of any of the above modes from (i) to (v)

Budget

The Company will implement its CSR activities, approved by the CSR Committee, through its own or such other entity/organization as approved by the CSR Committee. The Company will spend on CSR activities the amount required by the Act and approved by the Board.

Administrative overheads will not exceed 5% of the Company's total CSR expenditure for the financial year. The Company may also invest in building the capabilities of its CSR team and/or implementing partners, provided that such costs remain within the same 5% limit. Salaries paid to CSR employees and the cost of employee volunteering time, calculated in proportion to the time spent specifically on CSR activities, may be included as part of the CSR project cost and counted as CSR expenditure.

Any amount remaining unspent pursuant to any ongoing project shall be transferred by the Company within thirty days from the end of the financial year to a special account to be opened by the Company in that behalf for that financial year in any scheduled bank to be called the Unspent Corporate Social Responsibility Account, and such amount shall be spent by the Company in pursuance of its obligation towards the CSR Policy within a period of three financial years from the date of such transfer.

If the Company fails to spend such amount, the Company shall transfer the same to a Fund specified in Schedule VII within a period of thirty days from the date of completion of the third financial year.

If the unspent amount does not relate to any ongoing project, the Company shall transfer such amount to a Fund specified in Schedule VII within a period of six months of the expiry of the financial year.

Any surplus, if any, arising out of the CSR projects will not be considered as a part of the business profit of the Company and shall be ploughed back into the same project or transferred to the Unspent Corporate Social Responsibility Account and spent in pursuance of this Policy and the annual action plan of the Company, or transferred to a Fund specified in Schedule VII, within such period as prescribed under the Act and the Rules.

Where the Company spends an amount in excess of the requirement provided under Section 135(5) of the Act, such excess amount may be set off against the requirement to spend up to the immediate succeeding three financial years, subject to the conditions prescribed under the Act and the Rules and subject to a Board resolution to that effect.

4. Review, Selection, Evaluation and Approval Procedure

Selection Procedure

CSR projects will be selected by following objective selection criteria (refer to Appendix), maintained and documented by the CSR team, for each project that details how the selection has been made and the due diligence conducted prior to the selection. The Company will implement CSR activities with adequate documentation including verification of the organization's appropriate non-profit legal status, an overview of the organization, a full project description with detailed budget and a hand-signed letter or official email.

The Company may undertake CSR activities either itself or through implementing agencies eligible under the Act and the Rules, including entities registered with the Central Government in the manner prescribed by the India Ministry of Corporate Affairs, as applicable. The Company may also establish its own trusts to carry out and manage its CSR activities in accordance with the Act. They will be project - based on clear deliverables, measurable outcomes and periodic milestones which will be defined at the beginning. Each project will also have a budget assigned with modalities for utilization of funds.

Contract and Payment Terms

All CSR funding should be handled internally as described in the Global Procurement Policy and the Global Donations' Policy. The Company has standard terms for payments, including those made to non-profit organizations. All CSR funding must be supported by appropriate documentation, i.e., contract, agreement, declarations of compliance etc. The contract should state in detail amounts payable, payment periods, objectives and purposes of the contribution, as well as any other relevant information, and is subject to review by the CSR Committee and approval by the Temenos Legal department.

Actions to Reduce Risk

The Company is committed to conducting its business with integrity, and transparency, ensuring that it complies with legislation and customer requirements, honouring the company's stakeholders' expectations and returning value to the society and the environment. The actions below explain how the company can reduce risk related to CSR funding:

- The review, selection and evaluation process should be followed exactly as stated in this Policy. No exceptions will be granted for any reason.
- Due diligence of the beneficiaries should be performed prior to the selection process to ensure that the CSR funding is not used as a disguise for bribery and/or there is no conflict of interest involved.

- All CSR funding will be clear and publicly disclosed to the company's stakeholders. No confidentiality agreements will be accepted.
- All CSR funding will be in line with the Act as well as the Company's CSR priority areas and regarded as community investment only. There will be no expectation that these actions will be performed in exchange for any other return or business advantage, as this could be perceived as a bribe or inducement.

Monitoring Mechanism

The Company shall institute a transparent monitoring mechanism for implementation of the CSR projects or activities undertaken by the Company.

Such monitoring mechanism may include project-wise implementation schedules, fund utilisation tracking, periodic progress reports from field visits, documentation review, and outcome tracking, wherever applicable.

Evaluation

The Company will evaluate the effectiveness and impact of its CSR activities by:

- Ensuring that both applicants and recipients of the CSR funding comply with this Policy
- Maintaining contact with organizations it supports both improving management of existing projects and identifying future opportunities
- Communicating its CSR program to the company's stakeholders through the company's communication channels

In addition, the Temenos Internal Audit team conducts yearly independent, objective -across the Group- audits of comprehensive reviews of the Company's adherence to this Policy. The results of the audits will be shared with the CSR Committee.

Impact Assessment

The Company shall undertake impact assessment, through an independent agency, of such CSR projects having outlays of one crore rupees or more and which have been completed not less than one year before undertaking the impact study, if the Company's average CSR obligation is ten crore rupees or more in the three immediately preceding financial years, in accordance with the provisions of the Act and the Rules, as may be applicable.

The impact assessment reports shall be placed before the Board and disclosed in the annual report on CSR, as applicable.

Reporting

The Company will publish a CSR report annually in the format required by the Act. It will include information about the company's CSR Policy, CSR Committee, CSR activities, and CSR expenditure. The report will also include a statement from the CSR Committee confirming that the implementation and monitoring of CSR activities is in accordance with this Policy. The CSR report will be published on the company's website.

The Board's Report shall include an annual report on CSR containing such particulars as specified under the Act and the Rules, including details of the composition of the CSR Committee, the CSR Policy, approved CSR projects, amount spent and unspent, set-off, if any, and impact assessment, where applicable.

The composition of the CSR Committee, the CSR Policy and the projects approved by the Board shall be disclosed on the website of the Company, if any, in the manner prescribed under the Act and the Rules.

The Chief Financial Officer or the person responsible for financial management of the Company shall certify to the Board that the funds disbursed for CSR activities have been utilized for the purposes and in the manner as approved by the Board.

Compliance

This Policy does not seek to circumvent the laws or regulations of any country in which Temenos operates. Temenos will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which it operates. In addition to compliance with all relevant laws, regulations and standards, all parties mentioned in this Policy are all individually responsible for reading, acknowledging and complying with this Policy, including all other relevant policies specified at the end of this document, even if they stipulate a higher standard than required by national laws or regulations.

Breaches of this Policy could result in disciplinary action by the Company. Bribery is potentially a crime in every country in which Temenos does business. In addition to exposing Temenos to severe sanctions, any of the parties mentioned above who engage in such conduct can also face substantial fines and/or imprisonment.

The following activities shall not be considered as CSR activities under this Policy: activities undertaken in pursuance of the normal course of business of the Company, any activity undertaken by the Company outside India except as may be permitted under the Act, contribution of any amount directly or indirectly to any political party under Section 182 of the Act, activities benefitting employees of the Company as defined under the Act and the Rules, activities supported by the Company on sponsorship basis for deriving marketing benefits for its products or services, and activities carried out for fulfilment of any other statutory obligations under any law in force in India.

5. Review and Update

Responsible person for maintaining, reviewing and amending this Policy is the Director of Corporate Affairs–on behalf of the CSR Committee- in order to comply with all applicable laws and/or developments. All full-time, part-time or temporary employees, external consultants and contractors representing or working with Temenos India Private Limited are expected to follow this Policy and to report any concern to the CSR email address **csr@temenos.com**

6. Linked Documents

- Anti-corruption and Bribery policy
- Conflict of Interest Policy
- Global Donations Policy
- Sustainability Committee Charter

7. Appendix

Selection Criteria

The following minimum selection criteria will be ensured for selecting the organizations for CSR activities' implementation. All recipients of the Company's CSR funding must be registered as non-profit organizations (NGOs) and fall under the Company's priority CSR areas. The Company does not support:

- Political, Religious or Legislative organizations

- Organizations that do not fully respect human rights as per the UN Guiding Principles on Business and Human Rights and the resolutions of ILO Conventions
- Organizations that are directly involved in gambling, recreational or illegal drugs, tobacco and armaments
- Individuals or Family reunions
- Travel or organized field trips
- Monuments or memorials
- Commercial or entertainment events (i.e. beauty contests, commercial shows or music concerts)
- Organizations that are involved in or associated with environmental violations
- Organizations without a valid registered charity number, PAN / VAT number or equivalent, good standing and a clean record with the authorities
- Organizations without a registered Society/Public Charitable Trust/Section 25 Not for Profit organization/Company established under section 8 of the Act
- Organizations without a valid Tax Exemption Certificate
- Organizations without a current Foreign Contribution Regulation Act (FCRA) Certificate
- Organizations that do not share Temenos' approach towards ethical standards.

The Company will only support organizations that:

- Are not in any conflict of interest with the Company as described in the Conflict-of-Interest Policy. If such a case is detected, the Company will fully disclose the issue and refrain from proceeding with the CSR funding.
- Have long-term goals and objectives that are publicly communicated
- Are transparent about their activities and report on those publicly
- Are committed to sustainable development
- Are well regarded by stakeholders
- Encourage stakeholder engagement and volunteerism

The Company may incur CSR Funding by way of a contribution to a trust / association eligible for deduction under section 80G or other eligible activities that are tax deductible expense under the provisions of the Indian Income Tax Act, 2025.