

## CHARTER OF THE RISK MANAGEMENT COMMITTEE OF INFOSYS LIMITED

### **Purpose:**

The purpose of the Risk Management Committee (“**RMC**”) of the Board of Directors (“**Board**”) of Infosys Limited (“**Company**”) shall be to assist the Board in fulfilling its corporate governance oversight responsibilities with regard to the identification, evaluation and mitigation of strategic, operational, and external environment risks. The RMC has overall responsibility for monitoring, evaluating and approving the enterprise risk management framework and associated practices of the Company.

### **Committee membership and organization**

The RMC shall be appointed by and will serve at the discretion of the Board. The RMC shall consist of no fewer than three members, majority of whom shall consist of members of the Board, including at least one independent director. The Chairman of the RMC shall be a member of the Board.

The members of the RMC shall meet the (i) independence requirements of the listing standards of the NYSE, (ii) non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended, (iii) the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended, and other requirements under Indian law, including Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The members of the RMC will be appointed by the Board on the recommendation of the Nomination and Remuneration Committee.

### **Meetings and Quorum**

The RMC shall meet at least two times in a financial year and not more than two hundred and ten days shall elapse between two meetings. The quorum of the RMC shall be in accordance with applicable law.

### **Committee responsibilities and authority**

The RMC shall periodically assess risks to the effective execution of business strategy and review key leading indicators in this regard.

The RMC shall formulate, monitor implementation of Risk Management Policy (“**Policy**”). The Policy shall be subject to review at least once in every two years while taking into consideration the changing industry dynamics and evolving complexity. The said Policy is available here: <https://www.infosys.com/investors/corporate-governance/policies.html>.

The RMC shall annually review and approve the Enterprise Risk Management Framework of the Company contained under the Policy. The RMC shall periodically review the risk management, framework, processes and practices of the Company and ensure that the Company is taking the appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities.

The RMC shall evaluate significant risk exposures of the Company and assess management's actions to mitigate the exposures in a timely manner (including one-off initiatives, and ongoing activities such as business continuity planning and disaster recovery planning & testing).

The RMC shall evaluate risks related to cyber security and ensure appropriate procedures are placed

to mitigate these risks in a timely manner.

The RMC will coordinate its activities with the Audit Committee in instances where there is any overlap with audit activities (e.g. internal or external audit issue relating to Policy or practice).

The RMC may form and delegate authority to sub-committees when appropriate.

The RMC shall make regular reports to the Board, including with respect to risk management and minimization procedures along with its recommendations to the Board.

The RMC shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.

The appointment, removal and terms of remuneration of the Chief Risk Officer shall be subject to review by the RMC.

The Board may review the performance of the RMC periodically.

The RMC shall have access to any internal information necessary to fulfill its oversight role. The RMC shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

The role and responsibilities of the RMC shall include the performance of functions specified in Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other items as may be prescribed by applicable laws or the Board in compliance with applicable laws, from time to time.

### **Limitation, Review and Amendment**

In the event of any conflict between the provisions of this charter and of the applicable law, the provisions of applicable law shall prevail over this charter. Any subsequent amendment / modification to the applicable law shall automatically apply to this charter.

The RMC may review this charter periodically and recommend amendments for the Board's approval from time to time, as may be deemed necessary.

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