

India Corporate Social Responsibility Policy

Key points

- Focus areas for expenditure:
 - Access to high-quality healthcare,
 - STEM education,
 - Food security, and
 - Other initiatives
- Governance by the CSR Committee appointed by the Board

Failure to comply with the requirements in this Policy may subject you to discipline pursuant to athena's Corrective Action Standard. Management and maintenance of this Policy is governed by athena's Policy Document Standard. Nothing in any athena policy, standard, or procedure restricts employees' legal rights to discuss employment-related matters or to engage in concerted activity protected by the National Labor Relations Act (e.g., discussion of wages, benefits, and/or terms and conditions of employment). Please email any questions about protected concerted activity to the Legal Department's Employment Team.

Questions about the policy?

Review the FAQs in the policy and on the Employee Portal
Contact Legal at athenaGives@athenahealth.com

Report concerns to Compliance

Email compliance@athenahealth.com
Call the anonymous 24/7 hotline at 1-800-910-6732
File an anonymous online report by [clicking here](#)
Review [Speak Up Policy](#)

POLICY NUMBER: Human Resources Policy - 006
EFFECTIVE DATE: September 16, 2024
POLICY OWNER: Gillian Perron, Director ESG and Social Responsibility

APPROVING AUTHORITY: Jessica Collins, Senior Vice President General Counsel
APPLICABILITY: athenahealth Technology Private Limited, ("athena" or the "Company")

1. Purpose

athenahealth Technology Private Limited (“**athena**” or the “**Company**”) recognizes its responsibility to society. This Corporate Social Responsibility (“**CSR**”) Policy (the “**Policy**”) is intended to ensure the Company meets those responsibilities and complies with Section 135 of the Companies Act, 2013 read with the applicable Rules, Schedule VII to the Act and such other rules, regulations, circulars, and notifications in relation to CSR as may be applicable and as amended from time to time (“**Act**”). The Company’s CSR mission is to expand access to high-quality healthcare for all now, support food security, and improve STEM education to develop providers and technologists who will provide access to high-quality healthcare for all tomorrow.

2. Focus Areas

- 2.1 All initiatives pursuant to this Policy must be designed to improve the lives of the beneficiaries. Initiatives should also be replicable, scalable, and sustainable long-term. Initiatives may be designed to support:
- **Access to high-quality healthcare:** The Company may invest in opportunities to improve access to high-quality healthcare.
 - **STEM education:** The Company may invest in opportunities designed to support STEM education to develop providers and technologists who will provide access to high-quality healthcare for all tomorrow.
 - **Food security:** The Company may invest in opportunities related to food security.
 - **Other initiatives:** Company may also invest in any other need-based initiatives that comply with the Act provided such initiative(s) are approved in advance by the Company’s CSR Committee (the “**Committee**”).

3. Governance: The Board and the Committee

- 3.1 **CSR Committee:** The Company’s Board of Directors (the “**Board**”) must establish and maintain a Committee. The Committee must be appointed by the Board and must consist of no fewer than the number of directors required under the Act. The Board has the authority to remove and replace any Committee members at any time in its sole discretion.
- 3.2 **Committee Purpose:** The purpose of the Committee is to assist the Board and the Company in complying with its obligations under the Act and this Policy.
- 3.3 **Committee Meetings:** The Committee must meet at least once per financial year and as otherwise may be required from time to time. At least two Committee members must be present for the meeting to proceed. At the Committee’s request, non-members may be invited to attend Committee meetings to provide expertise or other

information as may be required by the Committee. The Committee must maintain minutes of its meetings and provide copies to the Board upon request.

3.4 **Roles and Responsibilities:**

The Committee is responsible for:

- Identifying appropriate CSR activities and proposing a budget for those activities.
- Ensuring that activities comply with the requirements of the Act.
- Coordinating the implementation or execution of any CSR activities.
- Coordinating with agencies or third parties used by the Company to execute CSR activities.
- Reviewing the effectiveness of any CSR activities or third parties used in connection with the same.
- Forming and delegating authority to sub-committees or employees as the Committee determines is necessary.
- Reviewing and recommending any changes to this Policy, as and when deemed necessary, to the Board for approval.
- Obtaining guidance from internal or external advisors as needed to ensure compliance with the Act and this Policy.
- Ensuring that the Company complies with its obligations under the Act and this Policy.

The Board is responsible for:

- Creating and ensuring that a CSR Committee is maintained by the Company, as per the requirements of Section 135 of the Act.
- Reviewing and approving this Policy, including any changes thereto, upon recommendation of the CSR Committee.
- Ensuring effective implementation of CSR activities.
- Ensuring to spend at least 2% of the Company's average net profits for the preceding three-years period per financial year on CSR activities. If such spend threshold is not met in any financial year, then to ensure disclosure of the reasons for the same in the Board's report.

3.5 This Policy must be placed the Company's website, if any.

3.6 The Board or the Committee must decide on the location for all CSR activities. CSR should generally be focused on local areas and areas around it where the Company operates within India, but the Company may also engage in activities in other parts of India where societal needs are high or in special situations (e.g., natural disaster).

4. CSR funds and expenditures

- 4.1 The Board must ensure that at least 2% of the Company's average net profits for the preceding three-years period are spent per financial year on CSR activities. If the foregoing amounts are not spent in any financial year, the reason(s) for not doing so must be disclosed in the Board's report.
- 4.2 Any profits generated from CSR activities must not be considered part of the Company's profits.
- 4.3 CSR expenditures include all direct and indirect costs incurred by the Company on CSR activities, including any third-party costs included by the Company.
- 4.4 The amount of administrative overhead, either in the form of internal or agency costs, must not exceed 5% of the Company's total CSR expenditure for a given year.

5. Implementation modalities

- 5.1 Subject to the provisions of the Act, CSR activities may be undertaken by the Company:
 - (i) through a company established under Section 8 of the Act or a registered trust or a registered society established by the Central Government or State Government, or any entity established under an Act of Parliament or a State legislature or otherwise as may be permitted under applicable law and having obtained a unique CSR Registration Number;
 - (ii) through a company established under Section 8 of the Act or a registered trust or a registered society, other than those specified in clause (i) above, that have an established track record of three years in undertaking similar projects or programs; or
 - (iii) the Company may also collaborate with other companies on CSR activities, but the Company must be able to report separately on such activities.

6. Monitoring and Review

- 6.1 The Committee must establish and maintain a monitoring and review mechanism for CSR activities. This may include periodic internal audits or reports, or other appropriate mechanisms as determined by the Committee. This must also include using studies or other appropriate research to assess the needs and priorities of the community when seeking to identify CSR activities.

7. Reporting & Disclosure

- 7.1 All CSR activities must be properly documented and auditable on a project-by-project basis.

8. Revisions

- 8.1 The Committee may revise this Policy at any time subject to approval by the Board.

9. Related Policies

- [Corrective Action Standard](#)
- [Speak Up Policy](#)
- [Policy Document Standard](#)

10. Approval History

Date	Approved By	Signature
8/28/2020	Frances Lawler	/s/ Frances Lawler
9/20/2021	Frances Lawler	/s/ Frances Lawler
8/29/2022	Allyson Livingstone	/s/ Allyson Livingstone
5/23/2023	Allyson Livingstone	/s/ Allyson Livingstone
9/15/2023	Allyson Livingstone	/s/ Allyson Livingstone
9/16/2024	Jessica Collins, Senior Vice President General Counsel	/s/ Jessica Collins