

**RELATED PARTY TRANSACTION POLICY
AND PROCEDURES****QUOTIENT LIMITED****1. Policy**

It is the policy of the Board of Directors (the "**Board**") of Quotient Limited ("**Quotient**") or a subsidiary, partnership, joint venture or other business association that is effectively controlled by Quotient directly or indirectly (the "**Company**") that all Related Party Transactions, as that term is defined below, including material modifications to Related Party Transactions, shall be subject to approval or ratification in accordance with the procedures set forth below. In addition, any existing Related Party Transaction shall not continue past its next contractual termination date unless it is reapproved in accordance with the procedures set forth below.

2. Procedures

The Audit Committee of the Board (the "**Committee**") shall review the material facts of all Related Party Transactions and either approve or disapprove of the Related Party Transaction, subject to the exceptions described below. In determining whether to approve or ratify a Related Party Transaction, the Committee will take into account, among other factors it deems appropriate, the material terms of the transaction, the nature of the Related Party's interest in the transaction, the significance of the transaction to the Related Party and the nature of the Related Party's relationship with the Company, the significance of the transaction to the Company, and whether the transaction would be likely to impair (or create an appearance of impairing) the judgment of a director or executive officer to act in the best interest of the Company.

The Committee has delegated to the Chair of the Committee the authority to approve or ratify (as applicable) any Related Party Transaction or modification to a Related Party Transaction. If advance Committee approval of a Related Party Transaction is not feasible, the Chair of the Committee shall review the Related Party Transaction and may approve the transaction at his or her discretion. In connection with each regularly scheduled meeting of the Committee, a summary of each new Related Party Transaction approved or ratified by the Chair in accordance with this paragraph shall be provided to the Committee for its review. The Related Party Transaction shall be considered and, if the Committee determines it to be appropriate, ratified.

No director shall participate in any discussion or approval of a Related Party Transaction as to which he or she or as to which an Immediate Family Member, as that term is defined below, is a Related Party, except that the director shall provide all material information concerning the Related Party Transaction to the Committee and provided that such director may be counted in determining the presence of a quorum at a meeting of the committee which considers such transaction.

If any executive officer of the Company becomes aware of a Related Party Transaction that the Committee has not approved or ratified, he or she shall promptly inform the Committee. The Committee shall consider all of the relevant facts and circumstances available to the Committee, and: (a) if the Related Party Transaction is pending or ongoing, the Committee may ratify, amend or terminate the transaction; or (b) if the Related Party Transaction has been completed, the Committee may ratify or rescind the transaction; and (c) in either case, the Committee may direct one or more executive officers, the Company's internal auditors, or the Company's independent auditors to evaluate the Company's internal controls and procedures to determine why the transaction was not submitted to the Committee for prior approval and to report whether any changes to the Company's internal controls and procedures are recommended.

3. Standing Pre-Approval for Certain Related Party Transactions

The Committee has reviewed the types of Related Party Transactions described below and determined that each of the following Related Party Transactions shall be deemed to be pre-approved by the Committee, even if the aggregate amount involved is expected to exceed \$120,000.

- (a) *Employment of executive officers.* Any employment by Quotient of an executive officer of Quotient, as long as the executive officer is not an Immediate Family Member of another executive officer, director, or nominee for director of Quotient, and the Compensation Committee has approved such executive officer's compensation.
- (b) *Director compensation.* A transaction that involves compensation to a director of the Company for services as a director if such compensation will be reported pursuant to Item 402(k) of Regulation S-K.
- (c) *Transactions where all shareholders receive proportional benefits.* Any transaction where the Related Party's interest arises solely from the ownership of a class of Quotient's equity securities and all holders of that class of equity securities received the same benefit on a pro rata basis (e.g., dividends).
- (d) *Certain transactions with other companies.* Interests arising solely from the Related Party's position as an executive officer or employee of another entity that is a party to the transaction, where: (i) the Related Party and all other Related Parties own in the aggregate less than a five percent (5%) equity or similar ownership interest in such entity; (ii) the Related Party and his or her Immediate Family Members are not involved in the negotiations of the terms of the transaction and do not receive any special benefits as a result of the transaction; and (iii) the amount involved in the transaction equals less than the greater of \$1,000,000 or two percent (2%) of the consolidated annual gross revenues of the other entity that is a party to the transaction (and of which the Related Party is an executive officer or employee).

- (e) *Certain transactions with 10% Ownership of Related Parties.* Interests arising solely from the direct or indirect ownership by the Related Party and all other Related Parties in the aggregate of less than a ten percent (10%) equity or similar ownership interest (other than a general partnership interest which, even if less than ten percent (10%), shall be deemed a material interest) in another entity which is a party to the transaction.
- (f) *Certain Company charitable contributions.* Any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university at which a Related Party's only relationship is as an employee, or a director or trustee, if the aggregate amount involved does not exceed the greater of \$250,000, or 5 percent of the charitable organization's total annual receipts.
- (g) *Transactions involving competitive bids.* Any transaction involving a Related Party where the rates or charges involved are determined by competitive bids.
- (h) *Certain banking-related services.* Any transaction with a Related Party involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.

4. Code of Business Conduct and Ethics

Transactions with Related Parties must also comply with the Company's existing policies and procedures, including Quotient's Code of Business Conduct and Ethics.

5. Definitions.

A "**Related Party Transaction**" is any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) required to be disclosed pursuant to Item 404 of the Securities and Exchange Commission's ("**SEC**") Regulation S-K.

A "**Related Party**" is any director or executive officer of Quotient, any nominee for director, any shareholder known to Quotient to be the beneficial owner of more than 5% of any class of Quotient's voting securities, and any Immediate Family member of any such person. A related party transaction includes any transaction, or series of similar transactions, since the beginning of the Company's last fiscal year, or any currently proposed transaction or series of similar transactions, where: (a) the Company or any of its affiliates is a party; (b) the amount involved exceeds \$120,000 in the aggregate; and (c) in which any of the above listed Related Parties had or will have a direct or indirect material interest.

"**Immediate Family Member**" means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of a person, and any person (other than a tenant or an employee) sharing the household of such person.