

## **CHARTER OF THE REMUNERATION COMMITTEE OF THE BOARD OF DIRECTORS OF QUOTIENT LIMITED**

### **1. Purpose.**

The purpose of the Remuneration Committee (the "**Committee**") is to assist the Board of Directors of the Company in fulfilling its responsibilities relating to oversight of the remuneration of the Company's officers, employees and directors and administering the Company's remuneration and equity-based plans.

### **2. Composition of the Committee.**

The Committee shall consist of at least three directors. Committee members may be removed by the Board of Directors in its discretion. Each member of the Committee shall satisfy the independence requirements of The Nasdaq Stock Market ("**Nasdaq**"). Committee members shall not accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof.<sup>1</sup> In determining whether a director is eligible to serve on the Committee, the Board must also consider whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair the director's judgment as a member of the Committee. In addition, each member of the Committee should generally qualify as an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code and a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and an "independent director" as defined by Nasdaq listing rules then in effect. In the event the Board determines that a director who does not qualify as an "outside director" or a "non-employee" director should nevertheless serve on the Committee, appropriate arrangements may be made for a sub-committee of the Committee in accordance with Section 162(m) and Rule 16b-3.

### **3. Meetings of the Committee.**

The Committee shall hold regularly scheduled meetings and such special meetings as circumstances dictate. The Committee shall report regularly to the Board of Directors.

### **4. Responsibilities and Powers of the Committee.**

The Committee has direct responsibility and power to perform the following duties:

- a) Review and approve corporate goals and objectives relevant to the CEO and other Named Executive Officer remuneration, evaluate the performance of the CEO and other Named Executive Officers in light of those goals and objectives and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve, or recommend to the Board for approval, the remuneration levels for the CEO and other Named Executive Officers based on this evaluation,

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<sup>1</sup> Compensatory fees shall not include: (i) fees received as a member of the remuneration committee, the board of directors or any other board committee; or (ii) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service).

with the deliberations and voting on the CEO's compensation to be conducted without the CEO present;

- b) Make recommendations to the Board about the remuneration of the directors;
- c) Administer the Company's equity-based plans and management incentive compensation plans and make recommendations to the Board about amendments to such plans and the adoption of any new employee incentive compensation plans;
- d) Review and establish the Company's overall management compensation philosophy and policy;
- e) Review and approve Company policies and procedures for the grant of equity-based awards;
- f) Produce a remuneration committee report on executive compensation for inclusion in the Company's annual proxy statement in accordance with Securities and Exchange Commission proxy and disclosure rules;
- g) Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation and to evaluate compensation policies and practices that could mitigate any such risk;
- h) Review and assess the adequacy of this charter and submit any changes to the Board for approval on an annual basis;
- i) Report its actions and any recommendations to the Board on a periodic basis; and
- j) Annually perform, or participate in, an evaluation of the performance of the Committee, the results of which shall be presented to the Board.

#### **5. Actions of the Committee.**

In order to fulfil its role, the Committee shall be entitled to act in the following manner, in each case in accordance with the Company's Amended Articles of Association:

- a) Action may be taken by the Committee upon the affirmative vote of a majority of the members;
- b) Any two members or the Chairman of the Committee may call a meeting of the Committee upon due notice to each other member at least 48 hours prior to the meeting;
- c) Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing; and
- d) The Committee shall have the authority to delegate to subcommittees of the Committee any of the responsibilities of the full Committee and to officers of the Company such responsibilities of the full Committee as may be permitted by applicable laws, rules or regulations and in accordance with Nasdaq listing rules.

**6. Authority and Resources of the Committee.**

The Committee has the authority, in its sole discretion, to appoint, retain or obtain the advice of a compensation consultant, legal counsel or other adviser, which includes the sole authority and direct responsibility to approve such compensation consultant's or other adviser's fees and other retention terms, to oversee the work of and to terminate such compensation consultant or other adviser, and the authority and responsibility to pay from funds of the Company reasonable compensation to such compensation consultant or other adviser retained by the Committee. Such funding will be provided by the Company and determined by the Committee. Before selecting or obtaining the advice of a compensation consultant, legal counsel or other adviser (other than in-house legal counsel), the Committee shall consider all factors relevant to the independence of such consultant, counsel or adviser from management, including the factors set forth in Nasdaq listing rules then in effect and any other applicable laws, rules or regulations.