

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OF QUOTIENT LIMITED

1. Purpose.

The purpose of the Nominating and Corporate Governance Committee (the "**Committee**") is: (a) to identify individuals qualified to become members of the Board; (b) to recommend to the Board nominees for appointment to the Board of directors; (iii) to develop and recommend to the Board a set of corporate governance principles applicable to the Company; and (iv) to oversee the evaluation of the Board and its dealings with management as well as appropriate committees of the Board.

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**").

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) Identify individuals qualified to become Board members, consistent with criteria approved by the Board, receive nominations for such qualified individuals and review recommendations put forward by the Chairman and Chief Executive Officer and recommend to the Board the director nominees, taking into account each candidate's ability, judgment and experience and the overall diversity and composition of the Board;
- (b) Establish a policy under which shareholders of the Company may recommend a candidate to the Committee for consideration for nomination as a director;
- (c) Recommend to the Board qualified individuals to serve as committee members on the various Board committees;
- (d) Review and recommend committee slates annually and recommend additional committee members to fill vacancies as needed;
- (e) Clearly articulate to each director what is expected, including reference to the Company's corporate governance guidelines and directors' basic duties and responsibilities with respect to attendance at Board meetings and advance review of meeting materials;

- (f) Develop, update and recommend to the full Board a set of corporate governance guidelines applicable to the Company;
- (g) Review the Company's practices and policies with respect to directors, including retirement policies, the size of the Board, the ratio of employee directors to non-employee directors, the meeting frequency of the Board and the structure of Board meetings and make recommendations to the Board with respect thereto;
- (h) Assist the Board in developing and evaluating potential candidates for executive positions (including the CEO) and oversee the development of executive succession plans;
- (i) Review Company policies with respect to significant issues of corporate public responsibility, including contributions;
- (j) Oversee the systems and processes established by the Company to ensure compliance with the Company's Code of Business Conduct and Ethics;
- (k) Review and assess the adequacy of this charter and submit any changes to the Board for approval; and
- (l) Report its actions and any recommendations to the Board on a periodic basis.

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.

In order to fulfil its role, the Committee shall have the sole authority to retain and terminate a search firm to assist in the identification of director candidates and have the authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to retain legal, accounting or other experts that it determines to be necessary to carry out its duties and to determine compensation for such advisors.