

**CHARTER OF THE STRATEGY & REGULATORY COMMITTEE
OF THE BOARD OF DIRECTORS OF
QUOTIENT LIMITED**

1. Purpose.

The primary function of the Strategy & Regulatory Committee (the “Committee”) of the Board of Directors (the “Board”) of Quotient Limited (the “Company”) is to exercise the responsibilities and duties set forth below, including, but not limited to, review and approval of the Company’s corporate strategy, assisting the Board in carrying out its oversight responsibilities relating to potential mergers, acquisitions, divestitures and other key strategic transactions outside the ordinary course of the Corporation’s business.

2. Composition of the Committee

The Committee shall consist of three or more Directors appointed by the Board, one of whom shall be the Chief Executive Officer. Each member of the Committee shall also be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

Each member of the Committee shall serve until his or her successor shall be duly appointed and qualified or until his or her earlier resignation or removal. The Board shall designate the Chairman of the Committee from among the Committee members. Upon the recommendation of the Nominating & Corporate Governance Committee, the Board may remove any member of the Committee at any time. The Board shall fill vacancies on the Committee.

3. Meetings of the Committee.

The Committee shall meet as necessary to enable it to fulfil its responsibilities and duties as set forth herein. The Committee may invite members of management or others to attend Committee meetings and provide pertinent information as the Committee may request on the issues being considered.

The Committee shall report its actions to the Board and keep written minutes of its meetings, which shall be recorded and filed with the books and records of the Corporation.

4. Responsibilities of the Committee

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

- 4.1 Review and recommend to the Board management's long-term strategy for the Company, including the review of risks and opportunities to the long-term strategy.
- 4.2 Review and recommend to the Board significant strategic decisions regarding exit from existing lines of business and entry into new lines of business, acquisitions, joint ventures, investments or dispositions of businesses and assets and the financing of related transactions ("Strategic Corporate Transactions").
- 4.3 Oversee the Company's research and development and technology initiatives, including review of the following matters:
 - 4.3.1 the strategic goals, objectives, progress and direction of the Company's research and development programs, including the Company's product pipeline;
 - 4.3.2 the Company's technology positions and strategies relative to emerging technologies, emerging concepts of therapy and health care and changing market requirements;
 - 4.3.3 the Company's approach to acquiring and maintaining technology positions (including but not limited to contracts, grants, collaborative efforts and alliances) or other scientific aspects of Strategic Corporate Transactions;
 - 4.3.4 the Company's intellectual property strategy and portfolio; and
 - 4.3.5 the allocation of the Company's resources to research and development overall and selected significant programs;
- 4.4 Periodically review with management prospective candidates for Strategic Corporate Transactions, when and as appropriate.
- 4.5 Notify the Nominating & Corporate Governance Committee of the Board of any conflict of interest or related party transaction that comes to the attention of the Committee in the exercise of its duties under this Charter.
- 4.6 Receive and review an annual report from the responsible executive officer (such person not be a Named Executive Officer) on matters relating to quality and regulatory affairs (including matters relating to compliance with key regulations e.g. FDA, CE-Marking, and quality assurance and quality control) and compliance with relevant health and safety regulations and report to the Board accordingly.
- 4.7 Review and assess the adequacy of this Charter periodically as conditions dictate and recommend any modifications to this Charter, if and when appropriate, to the Board for its approval.

- 4.8 Exercise such additional powers and duties as may be reasonable, necessary or desirable, in the Committee's discretion, to fulfil its duties under this Charter. Specifically, the Committee may appoint, retain, terminate and oversee the work of any advisors and approve such advisors' fees and retention terms.
- 4.9 Perform any other activities or responsibilities as may be delegated to the Committee, from time to time, by the Board.
- 4.10 Periodically evaluate its own performance and report the results of such evaluation to the Board.

5. Authority and Resources of the Committee

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities and duties as described above, and may seek and retain accounting, legal, consulting or other expert advice, at the expense of the Corporation.