

## PROFIT PROTECTION COMMITTEE

1. The committee shall review company's processes, procedures, systems and controls for identifying and preventing any fraud, bribery, misconduct related business, ethics, governance, and regulation.
2. The committee shall make sure that company and all board members, panel members, employees, investors, venture partners, strategic partners and service providers all comply with relevant regulatory and legal requirements.
3. There are only two committees with an authority to open an investigation which includes profit protection committee which has an authority to open an investigation into any member, employee or individual related matter, for example, employees conduct, breach of contractual terms and conditions, any illegal activity such as harassment or insider trading and any act in engaging or assisting in matters which has adverse impacts of company's business or wider organisational interest.
4. In conjunction with governance and performance committee and legal and contracts committee, this committee shall review all charters and its terms of reference after 24 months of fully licenced activity of the company, unless triggered by any notice or grievance raised by clients, regulators or internal stakeholders. Thereafter, the is Charter shall be reviewed after the first full year of licensed activities. Thereafter, all general and specific charters shall be reviewed, revised if necessary and submitted to the board for approval.
5. For clarity's sake, the term of each member shall be initially for two years and thereafter, subject to the approval of the board.
6. For the purpose and ease of functioning of the board, this committee shall act as a secretariat of the board until company is able to appoint and afford full time company secretary services. The main function as a board secretary until such time would be to arrange meeting timetables, meetings and take clear and concise notes and record of action points in all meetings. Thereafter, the committee shall aim to circulate minutes of meeting subsequently within two working weeks to the board, company management and the parent company CEO24x7 Limited.
7. This committee shall manage all internal stakeholders' conflicts, disputes, concerns, grievances or appeals; and shall ensure that any such matter is addressed as per the UK laws and regulations. These internal stakeholders include all full-time, part-time or contracted employees, directors, advisors, consultants or any person with an executive or non-executive role at Strategic Ratings.
8. The Committee will address internal stakeholders and receive reports from designated management signatory and from any other external company or personnel if appointed or responsible for receiving grievances or complaints including whistleblowing.
9. If any of the terms of reference of charter is not in line with the government regulations, then this committee shall be allowed to revoke that term or reference without the loss of any other term of reference in all committee charters. This will be a kind of administrative or legal process to amend any term to correct according to the current laws and regulations.

10. This committee shall review and recommend resolving any issue or complaint so that it is resolved in the best possible and amicable manner unless it requires an investigation, board approval, disciplinary action or further legal actions. This shall include all individuals who are engaged to work with company in any role including customer or supplier.
  
11. This committee shall also review and maintain environment, health and safety standards as an active business or as an active employer whilst adhering to requirements of the licence regulators or other in-country regulatory governing body as raised by internal stakeholders.

