

REMUNERATION AND NOMINATION COMMITTEE

1. The committee shall view the company's structure for its employees and service providers to raise any concerns.
2. The committee shall review, approve and implement plans for an orderly succession, rotation and development of the board and management positions. The committee shall ensure identification, nomination and approvals to fill vacancies for board and senior management positions.
3. To nominate any candidate for the vacancy of executive or non-executive role, the committee shall consider UK corporate governance code and submit their proposal to board to decide on a candidate. Further selection process should be totally merit based with formal and transparent selection criteria shall include skills, experience, expertise and qualifications.
4. The nominations, selection, leadership and remuneration decisions shall either be taken within this committee or referred to strategy and finance committee which is responsible to look after the overall business of the company in general.
5. This committee shall also monitor and assess the need of board size and composition in congruence with continual needs of business.
6. The committee shall also review and assess the suitability and capabilities of advisors and advice given by them in addition to the objective criteria of merit, skills, knowledge, experience and diversity in selection, allocation, rotation, nomination and remuneration of any director whether the director is non-executive or executive.
7. Since all 'Strategic Ratings' are subsidiaries of holding company CEO24X7 Limited, UK; it will be the owners, founders, innovators and shareholders (with voting rights) will reserve the allocation of five roles: President of the board (Non-executive Director), Non-Executive Chairman (Non-Executive Director) and executive roles of Executive chairman, Executive Vice chairman, Chief Managing Director (MD) or Chief Executive Officer (CEO). This arrangement will be reviewed in future in case, either CEO24X7 Limited, UK or Strategic Ratings Limited, UK becomes a public limited company (plc), or stock exchange listed company.
8. The committee shall make it compulsory for every executive or non-executive director to disclose any extent or nature of any real time or potential conflict of interest with the interest of the company and assess any such disclosure and notify the board.
9. As part of role, this committee shall review board composition, size and structure to make decision of nomination and allocation of any role or leadership position.
10. This committee shall make sure that gender diversity and board diversity are considered along with merit as main criteria and adherence to UK laws about discrimination. There should be "zero tolerance policy" implemented for any type of discrimination such as age, race, gender, religion, background, ethnicity or disabilities.
11. The committee shall ensure that any appointed / nominated candidate has maximum possible capabilities, knowledge, experience and time to justify their nomination and selection for the role.

12. This committee shall ensure monitoring, training, assessment and communication of these attributes to all board members for their active role on the board. For example, a non-executive director on the final Level -3 rating panel should have enough time and experience to justify their involvement in the rating process.
13. This committee shall ensure that all executive or non-executive proposed or active appointees should disclose their all significant commitments, any scenario of real or potential conflict of interest with the interest of the Strategic Ratings as a company. The committee shall also monitor and assess any such conflict of interest and take necessary action to inform the board of any such conflict of interest with proposed recommendations to resolve the situation or to safeguard the company's overall business interest.
14. The committee shall as necessary set a timetable to assess the leadership needs of roles in the company for executive or non-executive positions and review annually time spent by all board members and recommend changes as necessary to improve efficiency and effectiveness of board and senior management positions including operational ease and workability and payroll costs.
15. The committee shall review the performance of each board member and make recommendations accordingly to honour their time commitments and any need to change contractual terms and conditions including hours, pay rate, training, service, involvement, meetings, travel and company's business needs and interests.
16. The committee shall also ensure that all board members have their contracts commensurate with competitive and global standards and they receive an orientation or training plan.
17. The committee shall review and take necessary and appropriate action when they come to know any extent of conflict of interest of any executive or non-executive director with the interest of the company. The committee shall also monitor and examine these disclosures and provide recommendations.
18. The committee shall facilitate the overall monitoring of leadership, training, nomination, promotion and human capital expansion needs of the organisation and inform the board of strategic changes needed to increase company's growth.
19. The committee shall set an appropriate timetable and process to review board performance and carry out assessments for each member's role, responsibility, involvement, meetings and duties needed for business. This committee shall also ensure renewal and negotiation of contractual terms and conditions with all board members and senior executive and management team. The committee shall report outcome of assessment process, provide actionable recommendations and further guidance.

20. The committee shall ensure that company's policies, objectives and strategies are implemented across the board in all teams, organisational structure and reporting.
21. The committee shall determine the framework for the remuneration and relevant and appropriate levels of remuneration according to role and responsibilities of each executive or non-executive. To carry out this function, this committee shall consider laws, regulations, guidelines and any threshold conditions recommended by the government agencies and regulators.
22. The committee shall review annually the total compensation and payroll for all employees and board members including their packages, bonuses, benefits, incentives, payments, share options, pension rights, taxes and national insurance. And ensure that remuneration is matching merits, performance, company's policies. The committee's aim shall be to reward performance and not failure, and risks shall be minimised and mitigated.
23. This committee shall review and compare our company's remuneration levels and policies with other organisations in the industry and however this comparison shall not be main yardstick to increase pay levels beyond necessary and related to job description and responsibilities and accountabilities.
24. This committee shall oversee leadership succession planning and construct a framework which can be utilised for future functioning of the company and recommend the same to the board.
25. According to role and responsibilities, performance related pay shall constitute a higher proportion of the total remuneration for any executive or director. This shall be appropriately implemented so that all major stakeholders are incentivised to perform their duties to the company.
26. The remuneration policy shall include a provision to override formula-based calculation outputs to finalise salaries and company shall have the authority at all times to recover payments or salaries given or withhold any payment and indicate or recommend the scenarios wherein this would be the right action to take.
27. Without any discrimination and without the loss of any other terms of any other committee, this committee shall implement, maintain or modify appropriate stock option schemes, grants and reward plans and recommend to the board for approval.
28. The committee shall review and be responsible to service all employment agreements, method of calculation of time sheets and notice periods; or implement all such agreements as provided by parent company CEO24X7 Limited for all subsidiaries including Strategic Ratings Limited, UK.
29. The committee shall submit annual remuneration report and leadership plans annually for Annual General Meeting and Annual report with rationale and recommendations.
30. The company secretary, general counsel or chief legal officer shall be the secretary of this particular committee.
31. Any real or potential conflict of interest shall be declared to committee / board and shall meet at least once a year.