



POLICY ON APPOINTMENT OF DIRECTORS & BOARD DIVERSITY

1. Objective & Scope

The objective of this policy is to lay down the criteria for appointment of Directors on the Board of Directors (“**Board**”) of PAE Limited (“**Company**”) and the organization’s approach to Board Diversity. This policy is to be read in conjunction with the Corporate Governance guidelines and Nomination and Remuneration policy of the Company, as approved and amended from time to time.

The policy applies only to the appointment of Directors and not to any other employees.

2. Appointment of Directors

The Board, on the recommendations of the Board Governance, Nomination & Compensation Committee, is responsible for selection and appointment of Directors on the Board of the Company and is subject to approval of Shareholders, wherever applicable.

The appointment of all Directors is subject to the articles of association of the Company, provisions of the Companies Act, 2013, the SEBI Listing Regulations and NYSE Listed company manual, including any modifications thereto from time to time.

The re-appointments of Directors on the Board is also subject to the evaluation of the Director basis the performance of the concerned Director in the previous term.

3. Board Diversity

All appointments to the Board will continue to be made on merit. However, the Company believes that establishing and maintaining diversity of the Board is one of the key aspects of the selection and appointment of Board members.

The Company believes that, Board diversity basis the gender, race, age will help build diversity of thought and will set the tone at the top. A mix of individuals representing different geographies, culture, industry experience, qualification and skill set will bring in different perspectives and help the organization grow.

It is always the endeavor of the organization to maintain Board diversity while retaining its philosophy of selection and appointment of board member on the basis of merit.

The Board of Directors of the Company shall at all times have an optimum combination of executive and non-executive directors and independent Directors.

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4. Criteria for Selection of Independent Directors and Key Skills, Expertise, and Core Competencies of the Board

The Board of the Company comprises of eminent personalities and leaders in their respective fields. These Directors are nominated based on well-defined selection criteria.

The Board Governance, Nomination and Compensation Committee:

- considers, inter alia, key qualifications, skills, expertise and competencies, whilst recommending to the Board the candidature for appointment as Independent Director.
- In case of appointment of Independent Directors, satisfies itself about the independence of the Directors vis-à-vis the Company to enable the Board to discharge its functions and duties effectively.

In the opinion of the Board and the Board Governance, Nomination and Compensation Committee, the following is a list of core skills/expertise/competencies required in the context of the Company's business and which are available with the Board:

The following is only an indicative list all Board members need not possess all skill sets.

Wide management and leadership experience	Strong management and leadership experience, including in areas of business development, strategic planning and mergers and acquisitions, ideally with major public companies with successful multinational operations in technology, manufacturing, banking, investments and finance, international business, scientific research and development, senior level government experience and academic administration.
Information Technology	Expertise or experience in information technology business, technology consulting and operations, emerging areas of technology such as digital, cloud and cyber security, intellectual property in information technology domain, and knowledge of technology trends.
Diversity	Diversity of thought, experience, knowledge, perspective, gender and culture brought to the Board by individual members. Varied mix of strategic perspectives, geographical focus with knowledge and understanding of key geographies.
Functional and managerial experience	Knowledge and skills in accounting and finance, business judgment, general management practices and processes, crisis response and management, industry knowledge, macro-economic perspectives, human resources, labour laws, international markets, sales and marketing, and risk management.
Personal values	Personal characteristics matching the Company's values, such as integrity, accountability, and high performance standards.
Corporate governance	Experience in developing and implementing good corporate governance practices, maintaining board and management accountability, managing stakeholders' interests and Company's responsibilities towards customers, employees, suppliers, regulatory bodies and the communities in which it operates. Experience in boards and committees of other large companies.

5. Review of the Policy

The Board of Directors is responsible for review of the policy from time to time.

Date: 13/2/2023



For PAE LIMITED

Kutana A. Bhatia
AUTHORISED SIGNATORY

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