

Leadership Development and Compensation Committee - Healthcare Triangle Inc (HCTI)

Approved by the Board of Directors

Purpose

The purpose of the Leadership Development and Compensation Committee (the “Committee”) is to oversee (i) the compensation of the members of the Board of Directors (the “Board of Directors”), executive officers, and employees (“Employees”) of Healthcare Triangle Inc and its affiliates (“Healthcare Triangle Inc”), (ii) leadership development matters, and (iii) matters relating to Healthcare Triangle Inc’s human capital management, including with respect to diversity and inclusion, its workplace environment and safety, and its corporate culture. The Committee will provide this oversight through a process that supports Healthcare Triangle Inc’s business objectives and incorporates sound corporate governance principles.

In undertaking these responsibilities, the Committee shall consider factors it deems appropriate from time to time, including business strategy, risks, structure of its compensation and incentive programs and awards, and the results of any shareholder advisory votes with respect thereto.

To this end, the Committee shall (i) establish, oversee, and administer compensation policies and programs for Employees, (ii) review and approve compensation and incentive programs and awards for executive officers, and such other employees as it feels necessary or advisable (“senior management”), and the non-employee members of Board of Directors (together with the Nominating and Corporate Governance Committee), (iii) administer equity compensation plans, and (iv) perform other tasks necessary to promote sound corporate governance principles related to leadership development and compensation at Healthcare Triangle.

Appointment, Membership and Organization

The members of the Committee will be appointed by Healthcare Triangle’s Board of Directors and will consist of at least the minimum number of independent members of Healthcare Triangle’s Board of Directors as required under the rules of the NASDAQ Stock Market. Each member of the Committee will be “independent” in accordance with the rules and regulations of the Securities and Exchange Commission (SEC) and the rules of the NASDAQ Stock Market, and will be a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934.

Unless the chair of the Committee is elected by Healthcare Triangle’s Board of Directors, the members of the Committee shall designate a chair by the majority vote of the full Committee membership. The Committee may change the chair at any time.

The Chairman of Healthcare Triangle’s Board of Directors, any member of the Committee, or the Secretary of Healthcare Triangle may call meetings of the Committee. Each appointed Committee member will be subject to annual reconfirmation and may be removed by Healthcare Triangle’s Board of Directors at any time.

Responsibilities and Authority

The Committee will have the following responsibilities and authority:

1. Review and approve Healthcare Triangle’s general compensation strategy.
2. Provide oversight for overall compensation plans and benefit programs for Employees, monitor trends in executive and overall compensation and make recommendations to Healthcare Triangle’s Board of Directors with respect to improvements to such plans and programs or the adoption of new plans and programs.
3. Review and recommend to the Board of Directors for approval of compensation programs and stock ownership requirements as well as salaries, fees, bonuses and equity awards for the non-employee members of Healthcare Triangle’s Board of Directors.

4. Act as the administering Committee for Healthcare Triangle's stock and bonus plans and for any equity, cash, or similar compensation arrangements that may be adopted by Healthcare Triangle from time to time, with such authority and powers as are set forth in the respective instrument establishing such arrangements, including establishing performance metrics, determining bonus pay-outs, and granting equity awards to Employees.
5. Monitor Healthcare Triangle's total equity usage for compensation and establish appropriate equity dilution levels.
6. Review and approve the selection of Healthcare Triangle's peer companies for the purposes of benchmarking compensation.
7. Oversee Healthcare Triangle management's efforts to promote a workplace environment and culture that is healthy, vibrant, inclusive, respectful and free from employment discrimination, including harassment and retaliation ("Respectful Workplace").
8. Establish annual and long-term performance goals for Healthcare Triangle's senior management.
9. Conduct and review with the Board of Directors an annual evaluation of the performance of Healthcare Triangle's senior management as appropriate.
10. Review plans for the development, retention and succession of Healthcare Triangle's senior management.
11. Review Healthcare Triangle's education and development programs.
12. Evaluate the competitiveness of the compensation of Healthcare Triangle's senior management.
13. Review and approve all salaries, bonuses, equity awards, perquisites, post-service arrangements, stock ownership requirements, and other compensation and benefit plans for Healthcare Triangle's Chief Executive Officer and other members of senior management. The Committee will consider any substantiated misconduct or allegations of misconduct during these deliberations. Healthcare Triangle's Chief Executive Officer shall not be present during voting or deliberations regarding his or her compensation.
14. Review and approve the terms of any offer letters, employment agreements, termination agreements or arrangements, change-in-control agreements, indemnification agreements, and other material agreements between Healthcare Triangle, on the one hand, and its Chief Executive Officer or member of senior management, on the other. In determining any post-service arrangements, the Committee shall take into account considerations it deems appropriate, including substantiated misconduct or allegations of misconduct.
15. Oversee risks and exposures associated with leadership assessment, management succession planning, and the operation and structure of compensation programs and arrangements, including incentive plans. The Committee shall provide regular reports to Healthcare Triangle's Board of Directors. In order to facilitate this review, the Committee shall meet in executive session with key management personnel and/or representatives of outside advisors as required.
16. Review and discuss with Healthcare Triangle management the annual Compensation Discussion and Analysis (CD&A) disclosure and the related tabular presentations regarding named executive officer compensation and, based on this review and discussions, recommend including the CD&A disclosure and related tabular presentations in Healthcare Triangle's annual public filings.
17. The Committee has the power to investigate any matter brought to its attention, with full access to all Healthcare Triangle's books, records, facilities and Employees.

18. The Committee has the sole authority to select, retain, oversee, and terminate compensation consultants, legal counsel or other advisors to advise the Committee, at the expense of Healthcare Triangle, and to approve the terms of any such engagement and the fees of any such consultant, legal counsel, or advisor. In selecting any compensation consultant, legal counsel, or other advisor, the Committee will take into account factors it considers appropriate or as may be required by applicable law or listing standards.
19. Perform a review, at least annually, of the performance of the Committee and its members, and report to Healthcare Triangle's Board of Directors on the results of each review. In addition, the Committee shall review and reassess this Charter at least on an annual basis and recommend to Healthcare Triangle's Board of Directors any improvements to this Charter that the Committee considers necessary or valuable.
20. Report regularly to Healthcare Triangle's Board of Directors on the Committee's activities.

Minutes and Meetings

The Committee will meet at least four times each year and will keep minutes of each meeting. The Committee decides when and where it will meet and must deliver a copy of this schedule in advance to Healthcare Triangle's Board of Directors.

Unless Healthcare Triangle's Board of Directors or this Charter provides otherwise, the Committee can make, alter, or repeal rules for the conduct of its business. In the absence of these rules, the Committee will conduct its business in the same way the Healthcare Triangle's Board of Directors conducts its business.

Delegation of Authority

The Committee can delegate any of its responsibilities to the extent allowed under applicable law. The Committee may form and delegate authority to subcommittees if the Committee feels this is appropriate.