

PRINTCARE PLC

POLICY ON BOARD COMMITTEES

1. Purpose

To establish guidelines for the formation, responsibilities, and functioning of Board Committees of Printcare PLC to enhance the effectiveness and efficiency of the Board of Directors.

2. Scope

This policy applies to all standing and ad hoc committees of the Board of Directors of Printcare PLC.

3. Definitions

- **Board Committee:** A group of Board members delegated to perform specific functions and provide recommendations to the Board.
- **Chairperson:** The leader of a Board Committee, responsible for coordinating the committee's activities.

4. Types of Committees

- **Standing Committees:** Permanent committees established by the Board, including but not limited to:
 - **Audit Committee**
 - **Remuneration Committee**
 - **Governance and Nominating Committee**
 - **Related Party Transaction Review Committee**
- **Ad Hoc Committees:** Temporary committees formed to address specific issues or projects.

5. Committee Composition

- **Membership:** Committee members shall be appointed by the Board of Directors.
- **Chairperson:** Each committee shall have a Chairperson appointed by the Board.
- **Independence:** Certain committees, such as the Audit and Remuneration Committees, shall consist of independent directors as required by applicable regulations.
- **Expertise:** Members should possess relevant skills and expertise to contribute effectively to the committee's objectives.

6. Roles and Responsibilities

- **Audit Committee:** Oversee financial reporting, internal controls, and the audit process.
- **Remuneration Committee:** Determine executive compensation and review compensation policies.
- **Nomination and Governance Committee:** Oversee corporate governance practices and nominate candidates for Board membership.
- **Ad Hoc Committees:** Address specific issues or projects as determined by the Board.

7. Meetings and Procedures

- **Meeting Frequency:** Committees shall meet as often as necessary to fulfill their responsibilities, with a minimum number of meetings specified by the listing rules of the SEC and the Board.
- **Quorum:** A majority of the committee members shall constitute a quorum.
- **Minutes:** Minutes of committee meetings shall be recorded and submitted to the Board.
- **Reporting:** Committees shall report their activities, findings, and recommendations to the Board regularly.

8. Authority and Resources

- **Delegated Authority:** Committees shall have the authority to make decisions within the scope of their responsibilities, as delegated by the Board.
- **Access to Resources:** Committees shall have access to the company's resources, including external advisors, as necessary to fulfill their duties.
- **Budget:** Committees shall have a budget approved by the Board to cover expenses related to their activities.

9. Evaluation and Performance

- **Annual Review:** Committees shall conduct an annual self-assessment to evaluate their performance and effectiveness.
- **Board Assessment:** The Board shall review the performance of each committee annually or as needed.

10. Charters

- **Committee Charters:** Each committee shall have a charter approved by the Board, outlining its purpose, composition, responsibilities, and procedures.
- **Charter Review:** Charters shall be reviewed annually and updated as necessary.

11. Compliance and Governance

- **Regulatory Compliance:** Committees shall comply with all applicable laws, regulations, and corporate governance standards.
- **Ethics and Conduct:** Committees shall operate in accordance with the company's code of conduct and ethics.

12. Review and Amendments

- **Policy Review:** This policy shall be reviewed annually by the Governance and Nominating Committee and approved by the Board.
- **Amendments:** Any amendments to this policy shall be approved by the Board of Directors.

13. Policy Approval

This policy is approved by the Board of Directors and will be reviewed annually or as needed.