

# Printcare PLC

## Policy on matters relating to the Board of Directors

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### 1. Purpose

To establish guidelines for the composition, responsibilities, and functioning of the Board of Directors of Printcare PLC, ensuring effective governance and oversight.

### 2. Scope

This policy applies to all members of the Board of Directors of Printcare PLC.

### 3. Definitions

- **Board of Directors:** The group of individuals elected by shareholders to oversee the management of Printcare PLC.
- **Director:** A member of the Board of Directors.

### 4. Composition and Structure

- **Board Size:** The Board shall consist of not less than three (3) nor more than twelve (12) Directors in compliance with the AOA of the Company and relevant regulatory authorities.
- **Board Diversity:** The Board shall strive for diversity in skills, experience, gender, and background.
- **Independent Directors:** At least one third (1/3) of the Board members shall be independent directors, as defined by applicable regulations.
- **Committees:** The Board shall establish committees as necessary, including Audit, Compensation, and Governance Committees.

### 5. Roles and Responsibilities

- **Chairperson:** Leads the Board, sets meeting agendas, and ensures effective governance.
- **Directors:** Provide strategic guidance, oversee management, and ensure the company's long-term success.
- **Committees:** Carry out specific functions as delegated by the Board, such as audit oversight, executive compensation, and governance.

## 6. Meetings and Attendance

- **Meeting Frequency:** The Board shall meet at least four times per year.
- **Special Meetings:** Special meetings may be called as needed, with proper notice given to all members.
- **Attendance:** Directors are expected to attend all Board meetings and meetings of committees on which they serve.
- **Quorum:** A majority of the Board members must be present to constitute a quorum *of which one member at least should be Independent”*

## 7. Board Conduct

- **Ethics and Integrity:** Directors shall act with the highest ethical standards and integrity.
- **Conflicts of Interest:** Directors shall disclose any conflicts of interest and recuse themselves from related discussions and decisions.
- **Confidentiality:** Directors shall maintain the confidentiality of all Board discussions and sensitive information.

## 8. Director Selection and Evaluation

- **Nomination Process:** The Nomination and Governance Committee shall identify and nominate candidates for Board membership.
- **Qualifications:** Directors should possess relevant experience, skills, and attributes to contribute effectively to the Board.
- **Performance Evaluation:** The Board shall conduct an annual self-assessment to evaluate its effectiveness and that of its committees and members.

## 9. Director Compensation

- **Compensation Policy:** Directors shall be compensated fairly for their time and effort, as determined by the Remuneration Committee.
- **Reimbursement:** Directors shall be reimbursed for reasonable expenses incurred in performing their duties.

## 10. Training and Development

- **Orientation:** New directors shall receive an orientation to familiarize them with the company's operations, governance practices, and their responsibilities.
- **Ongoing Education:** Directors shall participate in ongoing education and training to stay informed about industry trends, regulatory changes, and governance best practices.

## 11. Succession Planning

- **Board Succession:** The Board shall have a succession plan to ensure the continuous effective functioning of the Board.
- **CEO Succession:** The Board shall develop and maintain a CEO succession plan to ensure leadership continuity.

## 12. Communication and Reporting

- **Stakeholder Communication:** The Board shall maintain open and transparent communication with shareholders and other stakeholders.
- **Reporting:** The Board shall ensure timely and accurate reporting of the company's performance, governance practices, and other significant matters.

## 13. Compliance and Review

- **Legal Compliance:** The Board shall comply with all applicable laws, regulations, and corporate governance standards and codes.
- **Policy Review:** This policy shall be reviewed annually or as needed to ensure its effectiveness and relevance.

## 14. Policy Approval and Review

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