

Printcare PLC

Policy on matters relating to the Board of Directors

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 9 members, as determined by the bylaws of the company.
- **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 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 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 Compensation 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.
- **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.