

Printcare PLC

Group Nomination and Governance Policy

1. Purpose The Nomination and Governance Policy (the "Policy") is designed to establish clear and transparent guidelines for the nomination and appointment of directors and senior executives and to promote effective corporate governance practices within the organization.

This Policy aims to ensure that the Board of Directors (the "Board") comprises individuals with the appropriate skills, experience, and diversity to oversee the company's activities and drive long-term shareholder value.

2. Scope This Policy applies to the nomination and appointment processes for the Board of Directors and senior executives, as well as the governance practices of the organization.

3. Principles The following principles shall guide the nomination and governance processes:

- **Transparency:** Nomination and governance processes shall be transparent and based on merit.
- **Diversity:** The Board shall aim to have a diverse composition in terms of skills, experience, gender, and other attributes.
- **Independence:** The Sub Committee shall include a minimum of three (03) Directors out of which a minimum of two (02) members be Independent and not comprise of Executive Directors. An Independent Director appointed as the Chairperson of the Committee
- **Competence:** Board members and senior executives shall possess the necessary qualifications, experience, and competencies.
- **Accountability:** The Board and senior management shall be accountable to shareholders and other stakeholders.

4. Nomination Process

- **Identification of Candidates:** The Nomination and Governance Committee shall identify and evaluate candidates for the Board and senior executive positions based on their qualifications, experience, and alignment with the company's strategic needs.
- **Evaluation Criteria:** Candidates shall be evaluated against a set of criteria, including:
 - Professional experience and industry knowledge
 - Leadership and management skills
 - Independence and ability to represent the interests of all shareholders
 - Integrity, ethical standards, and reputation
 - Diversity of thought and background

- **Recommendation and Approval:** The Nomination and Governance Committee shall recommend suitable candidates to the Board for approval. The Board shall approve the appointment of directors and senior executives based on the Committee's recommendations.

5. Governance Practices

- **Board Structure and Composition:** The Board shall determine the appropriate size and structure of the Board to ensure effective oversight and governance. This includes the appointment of independent directors, committees, and their respective chairs.
- **Director Independence:** The Board shall ensure that a majority of its members are independent, as defined by applicable laws and regulations.
- **Board Committees:** The Board shall establish committees, including the Audit Committee, Related Party Transactions Review Committee, Nomination and Governance Committee, Remuneration Committee, and others as deemed necessary. Each committee shall have its own terms of reference and report to the Board.
- **Board Evaluation:** The Board shall conduct regular evaluations of its performance, the performance of its committees, and individual directors to ensure continuous improvement and effectiveness.
- **Succession Planning:** The Board shall develop and maintain a succession plan for directors and senior executives to ensure the continuity of leadership.
- **Induction and Training:** The company shall provide induction programs for new directors and ongoing training for all directors to keep them informed of industry developments, corporate governance practices, and other relevant matters.

6. Disclosure The company shall disclose its nomination and governance policies and practices in its annual report and other relevant communications, in accordance with applicable laws and regulations. This disclosure shall include:

- The composition of the Board and its committees
- The criteria for evaluating and selecting Board members and senior executives
- The process for Board evaluations and succession planning

7. Compliance with Laws and Regulations The company shall ensure that all nomination and governance practices comply with applicable laws, regulations, and corporate governance standards.

8. Review of Policy This Policy shall be reviewed annually by the Nomination and Governance Committee and any proposed changes shall be submitted to the Board for approval.