

Printflow

PRINTFLOW (PVT) LTD

BOARD CHARTER

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FOREWORD

As a Board Chairman of Printflow (Pvt) Ltd, I am honoured to present this Board Charter. This document serves as a cornerstone for our Company's governance. It provides a framework of the roles, responsibilities, and expectations of our Board of Directors. It also provides a structured framework for decision-making and oversight, underpinning our commitment to ethical practices and stakeholder engagement.

As a way of improving the governance of Printflow (Pvt) Ltd, the role of the Board is more critical than ever. This Charter is designed to ensure that our Board operates with the highest standards of accountability, transparency, and strategic foresight. Our primary goal is to foster an environment where diverse perspectives contribute to informed, strategic decisions that drive our organization forward. By adhering to the principles outlined in this Charter, we aim to uphold the trust placed in us by our stakeholders with clarity and purpose.

I believe that a strong and engaged Board is essential to our organization's success. This Charter provides a clear framework for the Board's activities, ensuring that it operates effectively and transparently.

We extend our gratitude to all members of the Board for their dedication and to those who contributed to the development of this Charter. Together, we will continue to uphold the values and mission that define our organization, ensuring its success and sustainability for years to come.

With this Charter as our guide, let us move forward with confidence and resolve, committed to excellence in governance and leadership.

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Mr J. Dube (Board Chairman)

Date : 27 September 2024

PREFACE

This Board Charter is established to provide a clear framework for the governance and oversight of Printflow (Pvt) Ltd and the operating principles of the Board of Directors, ensuring that it effectively fulfills its fiduciary duties to the organization, its stakeholders, and the public. The Charter is a living document that may be revised from time to time to reflect changes in the organization's circumstances or best practices in corporate governance.

A copy of this Charter will be signed by all directors and will constitute an integral part of each director's terms and conditions of appointment. The Board Charter will be attached to all letters of appointment of the directors.

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Mr D. Takawira (CEO)

Date : 27 September 2024

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1. PREAMBLE

Printflow (Pvt) Ltd is a public entity established in terms of the Department of Printing and Stationery (Commercialization) Act, 1999 and is a body corporate capable of suing and being sued in its corporate name and, performing such acts as a corporate body may by law, perform. This Charter is established in adherence to Sections 26 and 27 of the Public Entities Corporate Governance Act [Chapter 10:31] (PECG Act). It shall be construed and applied with reference to the provisions of the said Act and the Constitution of the Republic of Zimbabwe.

This Charter aims to regulate the parameters within which the Board will operate, outlining the key roles, responsibilities and to ensure the application of the principles of good corporate governance. This Board Charter is not intended to be an exhaustive document, but rather a broad articulation of guiding principles. In striving to uphold the underlying ideals embodied herein, the substance and intent should take precedence over strict and/or formal interpretations.

The Board, therefore, reaffirms its intention to exceed these corporate governance standards wherever possible, having due consideration to the PECG Act and recognized best practices of governance.

2. DEFINITION OF TERMS

- 2.1 **"Board"** means the Board of Directors of Printflow (Pvt) Ltd as constituted by the responsible Minister from time to time.
- 2.2 **"Board Member"** or **"Director"** means a person appointed to the Board of Directors.
- 2.3 **"Fiduciary"** means a person acting on behalf in such a way as to affect the legal, financial and other interests of that person. In the present context, all directors (members of the Board of Directors), including the CEO are fiduciaries in respect of Printflow (Pvt) Ltd.
- 2.4 **"Personal Interest(s)"** means the interests of the individual as opposed to institutional interests. This includes the interests of that individual's spouse, close family members or business associates.
- 2.5 **"Senior Management/Senior Staff Member"** means the CEO, Executive Directors and Heads of Departments or Sections.
- 2.6 **"Staff, member of staff or staff member"** means any person employed by Printflow (Pvt) Ltd and is receiving or entitled to receive any remuneration in respect of such employment or work.
- 2.7 **"Minister"** means the Minister of Finance, Economic Development and Investment Promotion or a Minister who has been assigned the portfolio to deal with financial matters.

3. AUTHORITY

The Board has drawn up this Charter in terms of section 26(2)(a) of the PECG Act which requires the Board of Directors of every Public Entity to have a Board Charter as read with Chapter 9 of the Constitution of Zimbabwe.

4. APPLICABLE LAWS

In addition to this Charter, the Board and members of staff must comply with the following laws:

4.1. The **Constitution of Zimbabwe (No.20) of 2013** which is the supreme law of Zimbabwe, in section 194 it provides as follows:

4.1.1 Basic values and principles governing public administration

Public administration in all tiers of government, including institutions and agencies of the State, and government-controlled entities and other public enterprises, must be governed by the democratic values and principles enshrined in this Constitution, including the following principles—

- (a) a high standard of professional ethics must be promoted and maintained;
- (b) efficient and economical use of resources must be promoted;
- (c) public administration must be development-oriented;
- (d) services must be provided impartially, fairly, equitably and without bias;
- (e) people's needs must be responded to within a reasonable time, and the public must be encouraged to participate in policy-making;
- (f) public administration must be accountable to Parliament and to the people;
- (g) institutions and agencies of government at all levels must co-operate with each other;
- (h) transparency must be fostered by providing the public with timely, accessible and accurate information;
- (i) good human-resource management and career-development practices, to maximise human potential, must be cultivated;
- (j) public administration must be broadly representative of the diverse communities of Zimbabwe;
- (k) employment, training and advancement practices must be based on merit, ability, objectivity, fairness, the equality of men and women and the inclusion of persons with disabilities;

And the State must take measures, including legislative measures, to promote these values and principles.

- (2) Appointments to offices in all tiers of government, including government institutions and agencies and government-controlled entities and other public enterprises, must be made primarily on the basis of merit.

- 4.2. The **Public Entities Corporate Governance Act [Chapter 10:31]** sets out principles of ethics that are to be adopted in Board Charters.
- 4.3. The **Public Finance Management Act [Chapter 22:19]**, in section 45, states that employees of public entities must:
- 4.3.1. comply with the entity's financial management systems,
 - 4.3.2. ensure the entity's resources and assets are used effectively, efficiently, economically and transparently,
 - 4.3.3. prevent irregular, pointless and wasteful expenditure, and
 - 4.3.4. manage and safeguard the entity's assets.
- 4.4. **Department of Printing and Stationery (Commercialisation) Act No.13 of 1999.**

5. PURPOSE

- 5.1. The purpose of this Board charter is to set out the Board's role and responsibilities of ensuring efficiency, effectiveness, responsibility, accountability and honesty in the procedures, operations and activities of Printflow (Pvt) Ltd in line with the requirements for its composition concerned, meeting procedures whilst considering the following principles :
- (a) The promotion and maintenance of a high standard of professional ethics; and
 - (b) Efficient and economic use of available resources; and
 - (c) The provision of services impartially, fairly, equitably and without bias; and
 - (d) Responsiveness to the needs of the people of Zimbabwe, including the prompt and sensitive processing of complaints by members of the public with respect to the entity's interaction with them; and
 - (e) Co-operation with governmental institutions and other public entities; and
 - (f) Openness and transparency in the internal workings and procedures of the public entity concerned, and in its dealings with the public; and
 - (g) The maximizing of the human resources of the public entity concerned; and
 - (h) Commercial viability, in the case of a public commercial entity;
- 5.2. Role of the Board has two fundamental elements:
- 5.2.1 Decision Making -The decision making function is exercised with respect to the formulation with Management, of fundamental policies and strategic goals and through the approval of certain significant actions.
- 5.2.2 Oversight- The oversight function concerns the review of Management decisions, the adequacy of systems and controls and the implementation of policies. The Board of Directors establishes formal delegations of authority, defining the limits of Management's power and authority and delegating to Management certain powers to manage the business of the Company. The delegations of authority conform to statutory limitations specifying responsibilities of the Board that cannot

be delegated to management. Any responsibilities not delegated to Management may remain with the Board of Directors and its Committees.

- 5.3 In fulfilling its responsibilities, the Board shall have unrestricted access to management and subject to observing the due procurement processes, access to any independent legal, accounting, or other advisor to assist it in fulfilling its responsibilities.
- 5.4 This Charter shall not be construed as an exclusive or all-encompassing document, but rather as a broad expression and codification of fundamental principles and directives.

6. OBJECTIVES

- 6.1. To ensure that all Board Members, in exercising their duties and responsibilities on behalf of the company, are fully cognizant of:
 - 6.1.1. The applicable statutory and regulatory obligations governing their conduct;
 - 6.1.2. The principles and the best practices of sound corporate governance that shall guide all their dealings and decision-making processes in relation to the affairs of Printflow (Pvt) Ltd.
- 6.2. The Board is to bring an independent and objective view to Printflow's decisions and to oversee the performance and activities of management.
- 6.3. Exercising leadership, enterprise, integrity and shrewd judgement in directing the company and shall always act in the best interest of Printflow (Pvt) Ltd.
- 6.4. Consider matters and act as a body, to avoid the danger of individuals becoming a dominating force.

7. STRUCTURE AND COMPOSITION OF THE BOARD

- 7.1. The Company's Articles of Association provides:
- 7.2. The Board of Directors shall be made up of not less than four (4) and not more than seven (7) members. The Board of Directors shall be chosen and constituted by the Minister of Finance, Economic Development and Investment Promotion. As far as practicable, there must be an equal number of men and women in the Board and all regions of Zimbabwe must be fairly represented by the members.
- 7.3. As per section 11 of PECGO, the Minister of Finance, Economic Development and Investment Promotion in appointing Board Members shall, inter alia, take into consideration, the mix of skills and diversity which relate to experience, regional representation, age, gender.
- 7.4. The Minister of Finance, Economic Development and Investment Promotion or the Chairman of the Board, in consultation with other directors, may appoint an alternate member to the Board.
- 7.5. An alternate member shall act as a member only when a member to whom he is alternate is unable to perform his duties as a member and when so acting shall

have all the powers of such member, other than the powers of the Chairman.

8. ROLES AND FUNCTIONS OF THE BOARD

8.1. Printflow (Pvt) Ltd directors are accountable to the Minister of Finance, Economic Development and Investment Promotion for the proper management of the Company's business and to other key stakeholders namely the Office of the President and Cabinet through its Corporate Governance Unit. This is to be undertaken in accordance with the duties and obligations imposed upon the Board by the enabling Act and other national laws governing the operations of the Company.

8.2. The Board of Directors is the highest-level governing body of the company and holds the ultimate decision-making authority.

8.3. The Board should provide leadership by-

8.3.1 formulating and implementing business rescue procedures and other turnaround strategies as soon as the company becomes financially distressed;

8.3.2 setting the company's strategic aims and ensuring that the necessary financial and human resources are in place for the company to meet its objectives and review management performance;

8.3.3 establishing procedures for appointing and dismissing the chief executive officer of the company and putting in place a proper framework for the appointment of other executives;

8.3.4 framing and implementing a code of ethics, morality and professionalism for the company, its employees, management and board members.

8.4. The Board of Directors appreciate that strategy, risk, performance and sustainability are inseparable and shall give effect to this by:

8.4.1.1. charting the overall strategy and direction of the Company, including setting, monitoring and reviewing strategic, financial and operational plans for the Company;

8.4.1.2. satisfying itself that the strategy and business plans do not give rise to risks that have not been thoroughly assessed by management;

8.4.1.3. identifying key performance and risk areas;

8.4.1.4. ensuring that the strategy will result in sustainable outcomes; and

8.4.1.5. considering sustainability as a business opportunity that guides strategy formulation.

8.4.2. Ensure that Printflow (Pvt) Ltd is and is seen to be a responsible corporate citizen by having regard to not only the financial aspects of the business of the Company but also the impact that business operations have on the environment and the society within which it operates.

8.4.3. Be responsible for governing and driving the performance of Printflow (Pvt) Ltd.

8.4.4. Establishing performance objectives to enable it to measure management's performance and the progress of the organization in attaining set goals,

objectives and targets.

- 8.4.5. Oversee and evaluate the management of Printflow (Pvt) Ltd operations.
- 8.4.6. Appoint the CEO, set the terms of the CEO's employment contract and, where necessary, terminate the CEO's employment with the organization.
 - 8.4.6.1. With the input of the CEO, set performance targets in the form of an annual performance contract in terms of which the CEO is authorized to make any decision and take any action within the management limitations, directed at achieving the set targets.
 - 8.4.6.2. Evaluate the performance of the CEO at least once a year.
- 8.4.7. Ensure that Printflow (Pvt) Ltd has an appropriate succession planning policy in place for the Board, management and key posts (as determined by the Board from time to time).
- 8.4.8. Delegate its day to day powers and duties to the CEO. All delegated authority shall be in writing and shall be evaluated regularly.
- 8.4.9. Develop clear definitions of the levels of appropriate materiality or sensitivity to determine the scope and delegation of its authority and to ensure that it reserves specific powers and authority for itself.
- 8.4.10. Identify the principal risks to Printflow (Pvt) Ltd, ensure the implementation of appropriate systems to manage these risks and reviewing and approving the Company's risk appetite framework and the enterprise risk appetite,
- 8.4.11. Ensure that adequate and robust internal control systems are put in place to ensure prudent and efficient use of resources, compliance with applicable laws and internal policies.
- 8.4.12. Regularly review the adequacy and efficacy of those internal control systems.
- 8.4.13. Reviewing and approving the Company's Annual and Quarterly Financial Statements and Management discussion and analysis, Annual Reports and other public disclosure documents that require Board approval,
- 8.4.14. Ensuring the institution's financial statements are audited annually and that they are a true and fair reflection of Printflow (Pvt) Ltd operations and that they comply with applicable laws.
- 8.4.15. Establishing appropriate structures and procedures to allow the Board to function independently of Management,
- 8.4.16. Establishing Board Committees and defining their mandates in assisting the Board in carrying out its roles and responsibilities.
- 8.4.17. Undertaking regular evaluation of the Board, its Committees, its members and reviewing its composition with a view to improve the effectiveness and independence of the Board and its members,
- 8.4.18. ensuring the Board has in place the prescribed governance instruments namely the Board Charter and the Code of Ethics
- 8.4.19. Ensure that Printflow (Pvt) Ltd adheres to high standards of ethics and recommended governance best practices.

8.4.20. Retain full and effective control over Printflow (Pvt) Ltd and shall direct and supervise its affairs.

9. GENERAL PRINCIPLES OF DELEGATION OF AUTHORITY

9.1. Delegation of Powers;

9.1.1. The Board may delegate any of its powers and discretions to a specific person or committee.

9.1.2. The Board can also grant the person or committee general or specific powers of sub-delegation.

9.2. Limitations and Accountability;

9.2.1. Such delegation is subject to limitations and conditions imposed by the Board.

9.2.2. The delegation does not absolve the Board of its liability and accountability for the proper exercise of the delegated authority.

9.3. Retention of Authority

9.3.1. The delegation of authority to a person or committee does not divest the Board of that authority.

9.3.2. Notwithstanding any delegation, the Board will always retain residual authority.

9.3.3. Any authority delegated by the Board can be revoked at the Board's discretion, by resolution.

10 BOARD FUNCTIONARIES

10.1 Chairperson and Deputy Chairperson

10.1.1 The Chairperson and the Deputy Chairperson shall be appointed by the Minister of Finance, Economic Development and Investment Promotion.

10.1.2 Both the Chairperson and Deputy Chairperson shall be non-executive members.

10.1.3 In the absence of the Chairperson, or at the Chairperson's request, the Deputy Chairperson shall assume the duties and responsibilities of the Chairperson.

10.1.4 In the absence of the Chairperson and the Deputy Chairperson, the Board Members present must elect a Non-Executive Director to chair the meeting.

10.1.5 The Chairperson shall be responsible for:

(i) Ensuring that the Board is functioning effectively.

(ii) Providing overall leadership to the Board without limiting the principle of collective responsibility for Board decisions, but at the same time being aware of individual responsibility of Board members, unless specifically provided otherwise by legislation.

(iii) Ensuring that board meetings are properly convened and constituted and that they are conducted in an orderly and proper manner.

(iv) Presiding over meetings of the Board and ensuring that no director dominates the discussion, that relevant discussion takes place, that the opinions of all directors relevant to the subject under discussion are solicited and freely expressed, and that Board discussions lead to appropriate

decisions.

- (v) Ensuring the integrity and effectiveness of the Board governance processes.
- (vi) Representing the Board to stakeholders, maintain their trust and confidence in the Company.
- (vii) Sustaining regular communication with the CEO regarding all operational issues, and promptly consulting with the other Board Members on any matter that raises significant concerns.
- (viii) Ensuring that Board deliberations and decisions result in clear, well-reasoned outcomes.
- (ix) Signing all the minutes of Board meetings as proof that the minutes are a true record of what transpired in the meeting.
- (x) Ensuring that all the Board Members are fully involved and informed of any issue on which a decision has to be taken.
- (xi) Collaborating with the CEO and Corporate Secretary to develop the Board's annual work plan aligned with the agreed strategic objectives, while also actively participating in setting the agenda for Board meetings.
- (xii) Setting the ethical tone for the Board.
- (xiii) Availing himself or herself to the CEO between Board meetings to provide counsel and advice.
- (xiv) Coordinating and communicating with the Chairpersons of the Board's standing committees on matters of mutual concern.
- (xv) Lead in ensuring the Evaluation process and procedures are conducted annually.

10.1.6 The CEO shall be responsible for;

- (i) Ensuring and monitoring the operational performance of Printflow.
- (ii) Ensuring that the management team carries out its responsibilities.
- (iii) Ensuring that the strategic objectives of Printflow (Pvt) Ltd are included in all the operations of the Company annual plan and key performance indicators.
- (iv) Ensuring that a positive and ethical work climate is maintained which is conducive to attracting, retaining and motivating all employees.
- (v) Acting as a link between the Board and staff and shall communicate effectively all resolutions of the Board to staff.
- (vi) Refrain from acting in any manner which undermines the authority of the Chairman/Deputy Chairman of the Board or the Board with any employees of Printflow (Pvt) Ltd, the Shareholder or other external stakeholders.
- (vii) The day to day management of operations of Printflow (Pvt) Ltd and reports directly to the Board.
- (viii) Bringing material and other relevant matters to the attention of the Board in an accurate and timely manner.
- (ix) Ensuring continuous improvement in the quality and value of the

- Company's products, services and maintenance of its competitive positions.
- (x) Ensuring that proper performance evaluations and succession planning are done.
 - (xi) The plenary powers vested in management are delegated through the CEO, such that the authority and accountability ascribed to management are deemed to be the direct authority and accountability of the CEO.

10.1.7 The Secretary shall be responsible for;

- (i) Providing the Board and individual Directors with guidance as to the nature and extent of their duties and responsibilities and, how such duties and responsibilities must be properly discharged in the best interests of Printflow (Pvt) Ltd and the Shareholders.
- (ii) The Corporate Secretary must assist the Chairman and the CEO in developing the Annual Calendar and Annual Board Plan and other issues of an administrative nature.
- (iii) Ensuring that board procedures are followed and that all applicable laws and rules for the conduct of the affairs of the Board are complied with and for all matters associated with the maintenance of the Board or otherwise required for its efficient operation.
- (iv) Assisting in the proper induction, orientation, on-going training and education of the directors, including assessing the specific training needs of directors and executive management in their fiduciary and other governance responsibilities.
- (v) Providing a central source of guidance and advice to the Board on matters of good governance, changes in legislation and compliance.
- (vi) Keeping abreast of, and informing and advising, the Board of current and new developments regarding corporate governance thinking and practice.
- (vii) Taking of minutes in all Board and Board Committee meetings.
- (viii) Ensuring that Board papers and minutes of Board and Board Committee meetings are circulated to Board Members promptly and after approval by the Chairperson.

11 DUTIES OF DIRECTORS

- 11.1 Directors have legal duties of good faith, loyalty, care, skill and diligent in the discharge of their function.-; they also have duties which are conscience-based and reflect their culture and values.
- 11.2 The duty of good faith and loyalty requires that directors should honestly apply their minds and act in the best interests of the company at all times, ensure that there is no conflict between their interests and those of the company, and that they are loyal to the company and its business.

- 11.3 The duty of care requires that directors should act with the degree of care expected of a reasonable person in charge of the assets of an incapacitated person, that they are good stewards of the company's assets, and that they apply their minds honestly in making decisions concerning the company's business.
- 11.4 The duty of diligence requires that directors should understand the information given to them and come to any decision-making forum fully prepared and informed about the issues to be discussed. In this regard directors must study, understand and implement every duty imposed upon them by law or by best practice.
- 11.5 The moral duty of conscience requires that directors should act with intellectual honesty and independence of mind in the best interests of the company and in accordance with the principle of inclusive stakeholder approach to corporate governance.
- 11.6 The moral duty of character requires that directors should be of, and show, good character in whatever they do for the company and they are always candid and possess the courage to do the right thing.
- 11.7 The moral duty of hard work requires that directors should always see personal benefits as being by-products of hard work.
- 11.8 The moral duty of patriotism and survival in the face of adversity requires that directors should work for the good of the country and be resourceful, innovative and creative especially when faced with difficult circumstances.
- 11.9 The moral duty of inclusivity requires that directors should take an inclusive approach by embracing the legitimate interests and expectations of the company and all its stakeholders in decision making and strategy.
- 11.10 The moral duty of common sense requires that directors should have the ability to listen and to find their way in the world of business.
- 11.11 The moral duty of speaking the truth all the time requires that a director should not only always speak the truth but should also show that he or she believes in what he or she says and acts on it.
- 11.12 The moral duty of courage requires that a director should overcome fear in order to do the right thing; that he or she should take a position even if it makes him or her unpopular and that he or she should create an ethical environment even when faced with opposition from superiors and subordinates.
- 11.13 The moral duty of conviction requires a director to show commitment and passion in whatever he or she does.
- 11.14 The moral duty of creativity requires a director to inspire and generate trust in others; think about others and their concerns before thinking about himself or herself; trust

in his or her intuition and rely on it as much as he or she relies on his or her intellect and experience and embrace change, and uncertainty.

- 11.15 The moral duties enumerated above find expression in the concept of Ubuntu (Hunhu) which is expressed as Ubuntu, Nxumuntu meaning "I am because you are, and you are because we are".

12 BOARD COMMITTEES

- 12.1 The Board shall form such committees as are required by the law and any other as may be necessary to facilitate efficient decision making and to assist the Board in the execution of its duties, power and authorities.
- 12.2 The Board shall have the following committees;
- (i) The Finance Committee,
 - (ii) The Audit Committee,
 - (iii) The Risk Management Committee,
 - (iv) The Human Resources Committee,
 - (v) Technical Committee,
 - (vi) The Integrity Committee,
- 12.3 However, the Board may, if it deems it necessary, form or merge any other subcommittee of the Board or abolish any existing subcommittee save for a subcommittee, which is a creature of statute.
- 12.4 Board committees shall observe the same rules of conduct and procedures as the Board, unless the Board specifically determines otherwise in the Committee's terms of reference.
- 12.5 Board Committees must be constituted having regard to the skills, expertise and experience of Members in relation to the respective Committees' mandates. Where appropriate or necessary, independent external professionals with relevant skills and expertise may be co-opted as Advisors to the Committees to assist or bolster the Committees where there is a shortage of such skills or expertise. Such co-opted professionals shall have the status of invitees to the Committee, shall not form part of the quorum for meetings and shall have no voting rights.
- 12.6 The Board shall delegate such authority to each Committee as is required to enable such Committees to fulfil their respective functions.
- 12.7 Any other committee that may be established in future shall be so established with formal terms of reference which will determine, amongst other things, the membership, purpose, powers and authority of the committee, the scope of its mandate and its relationship to the Board.
- 12.8 Board committees will have no executive authority unless otherwise specifically resolved by the Board in respect of particular issues within a committee's remit.
- 12.9 Board committees must discuss any matter referred to them and must present their recommendations to the Board for resolution.

- 12.10 Board Committees will only speak or act for the board when so authorized.
- 12.11 The Chairperson of each Committee shall report back to the Board at each Board meeting embracing a general principle of transparency and full disclosure.
- 12.12 The Committees shall sit quarterly but before the board meetings.
- 12.13 The quorum for Committee meetings shall be two members.
- 12.14 The Board may by resolution dissolve any one or more of its committees save for those required by law.
- 12.15 The Board shall have the authority, by way of a duly passed resolution, to disband or dissolve any one or more of its established committees, except for those committees that are mandated by applicable law.

13 FORMAL EVALUATION OF BOARD COMMITTEES

- 13.1 The Board must evaluate the performance and effectiveness of the Committees on an annual basis, to determine areas in which the functioning of the Committees needs to be improved.
- 13.2 Formal evaluations should be led by the Chairman or an independent service provider. The Board should carefully consider whether the evaluations of performance and independence should be done in house or conducted professionally by independent service providers.
- 13.3 The Chairman should ensure that directors know that they will be subject to review, know the criteria used for evaluation, and the procedures that will be followed. A series of evaluation questions, including questions for evaluating the Chairman, should be distributed in time for Directors to complete prior to any meeting with the Chairman. The Board shall be guided by the CGU Board evaluation framework as a guide and any other criteria agreed by the Board.
- 13.4 Directors' contribution and reporting to the Board should be measured against their duties.
- 13.5 Should a deficiency in a director's performance be identified, a plan should be developed and implemented for the director to acquire the necessary skills or develop appropriate behavioural patterns.
- 13.6 The action plan arising out of the evaluation should be reported and discussed and a consolidated summary of the whole process should be reported to the full Board.
- 13.7 The Board shall evaluate the Chairman in line with the evaluation process adopted annually, either through self-evaluations or through the use of a facilitator.
- 13.8 The Board shall evaluate the CEO twice a year with the results incorporated into the annual evaluation.
- 13.9 The CEO shall in turn evaluate the other Executive Directors and Senior Management and the Board shall in-turn review the Senior Management evaluations so conducted by the CEO.

14 APPOINTMENT AND TENURE

- 14.1 Each member of the Board, shall hold office for four (4) years, renewable for only

one further such term.

14.2 On appointment to the Board, Board Members shall:

14.2.1 Receive a formal letter of appointment setting out clearly what is expected of them in terms of their roles and responsibilities, time commitment, committee service and involvement outside Board meetings and the remuneration payable with this Board Charter being attached to all letters of appointment and being specifically incorporated by reference.

14.2.2 Declare their assets and net worth which include all immovable, movable property owned or leased, any movable property exceeding one hundred thousand dollars (\$100 000) and any business in which the Board member has an interest.

14.3 In terms of section 17(1) of PECGO, the CEO shall be appointed for five (5) years, renewable for only one further term.

14.4 In terms of section 17(1) of PECGO, Board Members shall not serve on more than two (2) boards of public entities at the same time and this threshold is to be exceeded only to the extent permitted by law and even then, for good cause.

15 INDUCTION AND TRAINING

15.1 Prospective members are strongly advised to conduct thorough due diligence on the organization prior to accepting a position on the Board of Directors.

15.2 Upon initial appointment, Board Members shall be required to participate in a comprehensive induction program organized and facilitated by the Corporate Secretary. This program shall be designed to effectively orient the new member to the business operations, strategic objectives, policies, procedures, senior leadership, and overall operating environment of the institution.

15.3 As a component of the mandatory induction program, each newly appointed Board Member shall be provided a comprehensive information folder containing all essential Board materials and documentation necessary for the effective execution of their directorial duties.

15.4 Members are generally expected to keep themselves abreast of changes and trends in the Printflow (Pvt) Ltd business environment and markets and to keep abreast of changes and trends in the economic, political, social and legal climate.

15.5 Newly appointed Board Members shall undergo a comprehensive orientation to their fiduciary duties, legal responsibilities, and any other specific aspects unique to the business.

15.6 Board Members should have a clear understanding of their role in corporate governance and be able to exercise sound and objective judgment about the affairs of the institution.

15.7 The Board shall ensure adequate Board development through continuous training to keep the Board well informed on critical information pertinent to the business and corporate governance environment.

15.8 The Board shall conduct an annual review to identify the training needs for each member regularly and facilitate upskilling as well as continuous development.

16 CONDUCT OF BOARD MEMBERS

- 16.1 Board members shall at all times be professional as they conduct their duties having due regard to their fiduciary duties and responsibilities to the Company.
- 16.2 Board Members shall be required to strictly comply with the Code of Ethics established by Printflow (Pvt) Ltd and uphold the highest standards of ethical conduct in all of their dealings on behalf of the Company.
- 16.3 Board Members shall be obligated to demonstrate an unwavering commitment to advancing the strategic objectives and interests of Printflow (Pvt) Ltd.
- 16.4 Board Members shall be required to attend and actively engage in all Board discussions and activities, contributing the full measure of their particular knowledge, skills, and capabilities in a candid and constructive manner for the benefit of the Board.
- 16.5 Board Members who are unable to attend a meeting shall advise the Corporate Secretary at the earliest date possible.
- 16.6 Once a year Board Members shall be required to complete a Code of Ethics Annual Compliance Certification form.
- 16.7 Board Members are entitled to have access, at all reasonable times, to all relevant company information and management.
- 16.8 Between board meetings, the Chairperson shall maintain a link between the Board and the CEO, and the Chairperson expects to be kept informed by the CEO on all important matters and is available to the CEO to provide counsel and advice where appropriate.
- 16.9 The CEO shall be subject to and compelled to abide by the resolutions and determinations made by the Board of Directors in its entirety.
- 16.10 Decisions or instructions of individual Board Members or committees should not be given to the CEO and are not binding in any event except in those instances where specific authority is given by the full Board.

17 CONFLICT OF INTEREST

- 17.1 Avoiding a Conflict of Interest
 - 17.1.1 As fiduciaries, Board Members are under a legal duty, in terms of the common law and the PECGO to avoid placing themselves in a position in which their duties to Printflow (Pvt) Ltd conflict with their interests.
 - 17.1.2 Board Members are under a legal duty not to make a profit from their position as members of the Board of Directors of Printflow (Pvt) Ltd.
 - 17.1.3 As a general rule, all Board Members are required to complete a declaration of conflict of interest form before the start of any Board meeting including committee meetings.

17.2 Declaration of Interests

- 17.2.1 Board Members are required, in terms of section 12 of the **Public Entities Corporate Governance (General) Regulations S.I 168 of 2018** to complete the form of declaration of assets (set in schedule 2 to the above regulations) as soon as they are appointed or within three (3) months of their appointment and on each anniversary of their appointment or re-appointment and within two (2) months of after they cease being board members.
- 17.2.2 Upon completing the above form, the Board Member shall hand it to the CEO, who shall make a copy of it for Printflow (Pvt) Ltd records and without delay send the original in a sealed envelope to the OPC.
- 17.2.3 A Board Member is required to, forthwith, declare his or her interest to the Board if he or she,
- (i) Knowingly acquires or holds a direct or indirect pecuniary interest in any matter that is under consideration by the board; or
 - (ii) Owns any property or has a right in a property or a direct or indirect pecuniary interest in a company, private business corporation, Trust, partnership or association of persons which results in his or her private interests coming or appearing to come into conflict with his or her functions as a board member; or
 - (iii) Knowingly acquires or holds a direct or indirect pecuniary interest in any matter to his or her knowledge, is likely to be the subject-matter of a contract between Printflow (Pvt) Ltd and any other person; or
 - (iv) Knows or has reason to believe that any of his or her close relatives or associates has acquired or holds a direct or indirect pecuniary interest in any matter that (being a board member) is under consideration by the board or that is or, to his or her knowledge, is likely to be the subject matter of a contract between Printflow (Pvt) Ltd and any other person; or
 - (v) For any other reason, the private interests of a board member come or are perceived to come into conflict with his or her functions as a board member of Printflow (Pvt) Ltd;
- 17.2.4 At each normal meeting, the Board Members shall be required to complete a conflict of interest declaration form and if this is practicable then the director shall make a verbal disclosure at the beginning of the meeting of the Board or Board Committee.
- 17.2.5 A register of Board Members' declarations of interest shall be kept by the corporate secretary.
- ## 17.3 Financial Assistance
- The extension of loans, whether directly or indirectly, to any member of the Board of Directors is expressly prohibited, unless the granting of such loans

has been duly approved by the Minister and granted exemption from CGU.

18 INDEPENDENT ADVICE

Subject to due procurement processes being followed, the Board shall be free to take independent professional advice on matters pertaining to their roles and responsibilities. Printflow shall pay the reasonable legal costs incurred by a director(s) in doing so, provided that before seeking independent advice, the concerned Board member(s) discusses the requirement for the advice with the Board and gets the approval.

19 BOARD MEMBER'S REMUNERATION

- 19.1 The Board of Directors, shall be entitled to receive remuneration and benefits as stipulated by the CGU from time to time.
- 19.2 The remuneration shall be paid by Printflow (Pvt) Ltd from its financial resources.
- 19.3 A Board member is entitled to compensation for actual expenses incurred while conducting business on behalf of the Board.
- 19.4 A Board member shall reimburse any remuneration or compensation that was given in error.
- 19.5 Executive Board members will receive no fees but will be paid as employees of Printflow (Pvt) Ltd per their contracts of employment with the institution.

20 INDEMNITY AND INSURANCE

Printflow (Pvt) Ltd shall provide Board Members with, and will pay the premiums for, indemnity and insurance cover while acting in their capacities as Board Members.

21 VACATION OF OFFICE

- 21.1 A Board member shall vacate office if;
 - 21.1.1 S/He is disqualified from the appointment in terms of section 11 of the Public Entities Corporate Governance Act.
 - 21.1.2 In terms of the law in force in any country, s/he has—
 - (i) Been adjudged or otherwise declared insolvent and has not been rehabilitated; or
 - (ii) Made an assignment to or arrangement with his/her creditors which has not been rescinded or set aside; or
 - 21.1.3 S/He is absent from three (3) consecutive meetings of the Board without the permission of the Board; or
 - 21.1.4 S/He gives one month's notice in writing to the Minister of his/her intention to resign his/her office and his/her resignation is accepted by the Minister; or
 - 21.1.5 S/He becomes mentally or physically incapable of performing his/her duties

as a member; or

(i) For good cause shown following due process; or

(iii) Any other ground provided in section 16 of the PECG.

21.1.6 Where a member's office is vacated, the Minister shall appoint a person to fill the vacancy until the expiration of the period during which such member would have continued in office.

22 BOARD GOVERNANCE

22.1 Meetings

22.1.1 The Board shall meet at least four (4) times in each financial year, and may convene additional meetings as and when necessary.

22.1.2 At any meeting of the Board, four members shall form a quorum.

22.1.3 Meetings of the Board shall be held at such venue and at such time as the Board deems appropriate.

22.1.4 Board Members shall attend Board meetings and to prepare thoroughly for each meeting.

22.1.5 Board Members shall attend not less than 75% of Board meetings and those who are unable to attend shall advise the Corporate Secretary. A record shall be kept of the attendance of Board Members at Board meetings.

22.1.6 The Chairperson shall possess the authority to, for reasonable cause, direct the CEO or any other invited members of Management to withdraw from the Boardroom for the duration of any portion of a Board meeting. This prerogative shall be particularly exercised during deliberations where there exists a perceived or actual conflict of interest.

22.1.7 Board meetings may be held by Board Members communicating with each other through any technological means by which they can participate in discussion even though they may not be physically present in the same place.

22.1.8 Management or professional advisors who may be required for, inter alia, capacity building for potential Board members, may be invited to the meetings, at the discretion of the Chairperson.

22.1.9 Minutes of the meetings shall be taken by the Corporate Secretary and shall be circulated to the Board within fourteen (14) days of the relevant Board meeting. The minutes shall record the proceedings and decisions taken, the details of which shall remain confidential.

22.1.10 The Board shall make a statement in the annual report on its compliance with this Board Charter, its activities, the processes used in discharging its responsibilities and duties, the membership of the various Board Committees, the number of Board and Committee meetings and the attendance of members over the year.

22.1.11 The Board shall meet the line Minister at least twice a year.

22.2 Procedure for Meetings

- 22.2.1 Meetings and proceedings of the Board shall be governed by the PECG.
- 22.2.2 The Corporate Secretary, in coordination with the Chairperson and CEO, shall be responsible for establishing an annual schedule of Board meetings, which shall include an outline detailing the recurrent matters to be addressed at each scheduled session. This annual calendar shall be an official, binding document governing the Board's proceedings.
- 22.2.3 Unless under exceptional circumstances, at least seven (7) days' notice shall be given before the set date of a meeting. Such notices shall, where possible, include the agenda and any supporting papers.
- 22.2.4 The Board shall meet quarterly for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit and will hold additional meetings as and when required.
- 22.2.5 If the Chairperson is absent from any meeting, the deputy Chairperson may exercise all powers and shall discharge all the duties of the Chairperson at such meeting.
- 22.2.6 If the Chairperson and the Deputy Chairperson are absent from any meeting, the members present shall choose one of their numbers to be Chairperson for such meetings and the member so chosen may exercise all the powers and shall discharge all the duties of the Chairperson at such meeting.
- 22.2.7 The Chairperson of the Board may himself at any time and shall, at the request of any other member of the Board, call a special meeting of the Board.
- 22.2.8 The decision of the majority of the members of the Board present at any meeting shall constitute the decision of the Board.
- 22.2.9 The Chairperson will, nevertheless, seek a consensus from the board but may, where considered necessary, call for a vote.
- 22.2.10 In the event of an equality of votes at any meeting, the Chairperson shall have a casting vote in addition to his deliberative vote.
- 22.2.11 A Board member may not vote nor be counted in the quorum on any matter in which he or she has an interest. Additionally, he or she may be recused from any meeting at the discretion of the Chairperson when such matters are discussed.
- 22.2.12 All discussions and their record will remain confidential unless there is a specific direction from the Board to the contrary, or disclosure is required by law.
- 22.2.13 Subject to legal or regulatory requirements, the Board will decide the manner and timing of the publication of its decisions.
- 22.2.14 The Board has sole authority over its agenda and exercises this through the Chairperson.
- 22.2.15 Any member may, through the Chairperson, request the addition of an item to the agenda.
- 22.2.16 The agenda will be set by the Chairperson in consultation with the Corporate

Secretary.

22.2.17 At each meeting the Board shall, at a minimum, consider the matters laid out in the meeting agenda.

22.3 Reports to be considered at a Board Meeting

22.3.1 The following reports shall be considered at every normal Board meeting:

- (a) An operational report from the CEO.
- (b) A financial report on the financial position of Printflow (Pvt) Ltd.
- (c) An operations report on risk management, Human Resource and technical developments.
- (d) A report on Internal Audit.
- (e) Major issues and opportunities for the Company.

22.3.2 In addition, the Board shall review/approve the following reports annually:

- (a) Review the institutional goals.
- (b) Review the strategies and operating plans for achieving these institutional goals.
- (c) Approve the annual budget.
- (d) Approve the annual financial statements.
- (e) Review the company's audit report by the external auditors.
- (f) Approve the annual report.
- (g) Consider and, if appropriate, declare or recommend the payment of dividends.
- (h) Review the board composition and structure and make recommendations to the Minister.
- (i) Review the performance and composition of board committees.
- (j) Undertake board and individual member evaluations.
- (k) Review the CEO's performance and remuneration as appropriate.
- (l) Review risk assessment policies and controls including insurance covers and compliance with legal and regulatory requirements.
- (m) Review the company's Code of Ethics.
- (n) Review shareholder, customer and supplier relations.
- (o) Approve the following year's calendar of Board meetings.
- (p) Any other reports that may be decided by the Board.

23 THE BOARD'S RELATIONSHIP WITH THE MINISTRY OF FINANCE, ECONOMIC DEVELOPMENT AND INVESTMENT PROMOTION.

23.1 The Board is appointed by the Minister of Finance, Economic Development and Investment Promotion and reports to the Minister.

23.2 The Annual Report and audited accounts shall be availed to the Minister of Finance, Economic Development and Investment Promotion when available.

24 THE BOARD'S RELATIONSHIP WITH OTHER STAKEHOLDERS

- 24.1 The Board shall familiarize itself with issues of concern to all relevant stakeholders.
- 24.2 The Board shall ensure that the company's long-term survival and prosperity are closely intertwined with the environments and markets within which it operates and the extent to which the institution is perceived to be a responsible juristic citizen.

25 GENERAL

- 25.1 All Board Members shall have access to Management and the Corporate Secretary for advice about the operations and governance of the organization and Board procedures.
- 25.2 Any Board member or member of any Board Committee must bring to the notice of the Board or its Chairperson or the CEO any material matter that he/she deems appropriate.
- 25.3 If any part of this Board Charter conflicts with anything contained in either the PECCO Act or the enabling Act, the Acts shall take precedence.

26 APPROVAL

ADOPTED AND APPROVED BY THE BOARD OF DIRECTORS OF THE PRINTFLOW (PVT) LTD BOARD.

.....
BOARD CHAIRMAN

27/09/2024
.....
DATE

.....
CHIEF EXECUTIVE OFFICER

27/09/2024
.....
DATE

APPROVED BY THE MINISTER OF FINANCE, ECONOMIC DEVELOPMENT AND INVESTMENT PROMOTION

HON. MINISTER PROFESSOR MTHULI NCUBE

.....
DATE