

STRATEGIC BANKING CORPORATION OF IRELAND
(the “Company”)
(Company Number 549539)

Written resolution of the Board of Directors of the Company (the “Board”)
pursuant to Section 161(1) of the Companies Act 2014 (as amended)
(the “2014 Act”) and Article 18(k) of the Articles of Association

IT WAS NOTED THAT:

1. in accordance with section 129(4) of the 2014 Act, the Board has a duty to ensure that the person appointed as Company Secretary of the Company has the skills or resources necessary to discharge his or her statutory and other duties;
2. in accordance with section 1.21 of the Code of Practice for the Governance of State Bodies (the “Code”), the Board has a duty to ensure that the person appointed as Company Secretary has the skills necessary to discharge their statutory and legal duties and such other duties as may be delegated by the Board;
3. in accordance with section 1.21 of the Code, both the appointment and removal of the Company Secretary should be a matter for the Board as a whole;
4. in accordance with section 1.22 of the Code, the role of the Company Secretary should be seen as a support to the Board, with the scale and scope of the role depending on the size, nature and responsibilities of the Company, and with the Company Secretary being assigned such functions and duties as may be delegated by the Board, including statutory duties, duty of disclosure, duty to exercise due care, skill and diligence, and administrative duties; and
5. in accordance with section 3.10 of the Code, all members of the Board should have access to the advice and services of the Company Secretary, who is responsible to the Board for ensuring that Board procedures are complied with.

IT WAS FURTHER NOTED THAT:

1. the current Company Secretary, Macken McNicholas, had tendered to the Company his letter of resignation from the role of Company Secretary, such resignation to be effective as of 19th August 2022; and
2. it was proposed that the appointment of Des O’Connor as Company Secretary be approved by the Board, such appointment to be effective as of 19th August 2022; and
3. the directors had received a copy of the draft letter of appointment of Des O’Connor as Company Secretary.

CONSIDERATION AND APPROVAL

After full and careful consideration of the matter at hand, including careful consideration of the duty and responsibilities placed on the Board pursuant to the 2014 Act and the Code of Practice, **IT WAS UNANIMOUSLY RESOLVED THAT:**

1. the appointment of Des O’Connor as Company Secretary of the Company be and is hereby approved, such appointment to be effective as of 19th August 2022;
2. the form of draft letter of Des O’Connor as Company Secretary be and is hereby approved; and
3. the Company Secretary be and is hereby authorised and directed to make all necessary and appropriate entries in the books and registers of the Company and to arrange for all necessary

forms, notices and documents in connection with the matters referred to above to be completed and filed with the Companies Registration Office and any other filing or recording office in the world, as applicable.

Dated: [] 2022

SIGNED by the following being all the directors for the time being of the Company entitled to receive notice of a meeting of directors:

[Signatures to be gathered by e-mail]