

**MINUTES OF A MEETING OF THE
BOARD OF DIRECTORS OF THE
STRATEGIC BANKING CORPORATION OF IRELAND
(THE “COMPANY” OR “SBCI”)
DULY CONVENED, CONSTITUTED AND HELD
IN-PERSON AT TREASURY DOCK, NORTH WALL QUAY, DUBLIN 1
AT 2:00 PM ON 19 JUNE 2025**

Present:

Patrick Delaney	<i>Chairperson</i>
June Butler	
Ian Black	
Deirdre Donaghy	
Elaine Hanly	
Marguerite McMahon	
Declan Murray	

In Attendance:

Margaret Concannon	<i>Head of Risk & Governance</i>
Colin Moran	<i>Head of Lending</i>
Suzanne Sweeney	<i>Head of Finance & Operations</i>
Shane McCullough	<i>Head of Products, Strategy & Marketing</i>
James O’Dwyer	<i>Senior Lending Manager A (Item 6 only)</i>
Laura Kennedy	<i>Assistant Lending Manager (Item 6 only)</i>
Deirbhile Brennan	<i>NTMA Head of Compliance (Item 10 only)</i>
Paul Christie	<i>Senior Lending Manager B (Item 11 only)</i>
Cian Clarke	<i>Lending Analyst (Item 11 only)</i>
Des O’Connor	<i>Company Secretary</i>

1. NOTICE AND QUORUM

The Chairperson (CP) noted that notice of the meeting and of the nature of the business to be conducted had been circulated to all members entitled to attend the meeting and that a quorum was present. The meeting then proceeded to business.

2. DECLARATIONS OF INTEREST

For the purposes of Section 231 of the Companies Act 2014, Section 17 of the Ethics in Public Office Act 1995 and the Constitution of the Company, there were no material interests declared by any of the Board Members in the business to be transacted at the meeting.

3. MINUTES AND MATTERS ARISING

3.1 Minutes of Meeting on 6 May 2025

The Company Secretary (CS) noted that draft minutes of the meeting of 6 May 2025 had been circulated for review and were before the Board for approval.

IT WAS RESOLVED that the minutes of the meeting held on 6 May 2025 be approved, as presented, and that they be signed by the Chairperson when circumstances permitted.

3.2 Matters Arising

The CS advised that there would be one item to be carried forward, i.e., Item 3 re Quarterly MI from the 6 September 2024 meeting which remains open as finalisation has been delayed while the audit of the 2024 Financial Statements is in progress with the Comptroller and Auditor General (C&AG).

4. CEO REPORT

The CEO acknowledged the significant workload that had been taken on by the Board and its Committees over recent months and thanked all for their hard work and commitment. She then presented her report and noted key updates since the Board's previous meeting on 6 May 2025 including stakeholder engagement with government officials, agencies and representative bodies, as well as attendance at European events hosted by the AECM, ELTI and NEFI. The CP confirmed that the meetings with government officials had served to endorse SBCI's mandate as appropriate and positive. He further noted the supportive stance taken by the government bodies with respect to the Credit Union sector, which aligns with SBCI's strategy (see Item 11.1).

The CEO updated the Board on the performance of the Growth and Sustainability Loan Scheme (GSLs) and confirmed that the Open Call for the €500m top up of the GSLs closed on 17 June 2025. **THIS ITEM HAS BEEN PARTIALLY REDACTED.**

5. CREDIT COMMITTEE REPORT

The Chairperson of the Credit Committee (CCC) presented his report following the committee's meeting of 11 June 2025, noting that several items would be presented to the Board based on the committee's recommendations, **THIS ITEM HAS BEEN PARTIALLY REDACTED.**

6. LENDING ITEMS

THIS ITEM HAS BEEN REDACTED IN FULL

7. AUDIT AND RISK COMMITTEE REPORT (Item 8 per agenda)

The Chairperson of the Audit and Risk Committee presented the report of the committee's meeting of 10 June 2025, advising that:

- NTMA Legal confirmed that SBCI was exempt from reporting requirements under the Corporate Sustainability Reporting Directive (CSRD).
- **THIS ITEM HAS BEEN PARTIALLY REDACTED.**
- KPMG presented their report on "On-Lender Monitoring and Covenant Management", **THIS ITEM HAS BEEN PARTIALLY REDACTED** a copy of the KPMG report was shared with the Credit Committee as the content was also relevant to that committee.
- NTMA Compliance presented their quarterly update, along with an updated Data Protection Statement, revised to ensure compliance as SBCI is an Operator of personal data with respect of the Credit Guarantee Scheme, **THIS ITEM HAS BEEN PARTIALLY REDACTED.** Draft 2024 financial statements, updated following feedback from the committee, were reviewed and a final draft will be presented to the Board on 18 July 2025.
- Annual Third Party Service Provider reviews were presented for Fexco Managed Services and Ergo **THIS ITEM HAS BEEN PARTIALLY REDACTED** and both were considered

satisfactory and approved by the Committee.

8. FINANCE & OPERATIONS ITEMS (Item 7 per agenda)

THIS ITEM HAS BEEN REDACTED IN FULL

9. RISK ITEMS

9.1 Risk Management Framework

The Head of Risk and Governance (HoRG) presented the annual review of the Risk Management Framework for approval, noting it had been reviewed by the ARC on 10 June 2025 and was recommended by the committee. She confirmed that only minor amendments were proposed, including additional text on the role of the Board, and the recommendation that approval authority for the Stress Testing Framework (Item 9.4) be delegated by the Board to the ARC with effect from June 2025.

IT WAS RESOLVED that the Board approve the updated Risk Management Framework, as presented, subject to annual review being completed by end-June 2026.

9.2 Risk Appetite Statement

The HoRG presented the annual review of the Risk Appetite Statement (RAS) for approval, noting it had been reviewed by the ARC on 10 June 2025 and was recommended by the committee. **THIS ITEM HAS BEEN PARTIALLY REDACTED.** She noted that other amendments were minor in nature and were made to improve clarity, and that the updated statement would be considered when the Credit Risk Policy review is completed in September 2025.

The Board agreed that some of the risk-sharing commentary could be improved by applying “Plain English” and adding examples for clarity, and was satisfied to approve the RAS, as presented, with such minor amendments to be applied at the discretion of the HoRG.

IT WAS RESOLVED that the Board approve the updated Risk Appetite Statement, as presented, subject to annual review being completed by end-June 2026.

9.3 Risk Register Review

The HoRG presented the Risk Register Review for noting and advised that it had been presented to the ARC most recently on 10 June 2025 as part of that committee’s semi-annual review of the register. **THIS ITEM HAS BEEN PARTIALLY REDACTED.**

9.4 Stress Testing Framework

The HoRG presented the biennial review of the Stress Testing Framework for approval. As mentioned per Item 9.1, the HoRG confirmed that, it was proposed that approval authority for the framework be delegated by the Board to the ARC with effect from June 2025. She noted that only minor amendments to wording with respect to the definitions of exposure and macroeconomic testing scenarios.

IT WAS RESOLVED that the Board approve the updated Stress Testing Framework, as presented, subject to biennial review being completed by end-June 2027, under the delegated authority to the Audit and Risk Committee.

10. COMPLIANCE ITEM

10.1 MLRO Report

The NTMA Head of Compliance presented, for noting, the MLRO report for Q1, 2025 which had been presented to the ARC on 10 June 2025. She highlighted the AML Regulation which came into force in July 2024 with a transposition date of July 2027 which aims to harmonise AML/CFT supervision across the EU. She noted that AML/CFT training had been rolled out to SBCI staff for completion by end-August, with training for SBCI Board members to follow. **THIS ITEM HAS BEEN PARTIALLY REDACTED.** She confirmed that there were no AML metrics for Q1, 2025 that needed to be brought to the Board's attention.

11. STRATEGY ITEM

THIS ITEM HAS BEEN REDACTED IN FULL.

12. 2024 Annual Report & Financial Statements

12.1 Annual Report – Draft 1

The CS presented an initial draft of the 2024 Annual Report which had been received from Clever Cat Design who had taken over the design responsibilities regarding the annual report in February 2025 following a tender process.

The CS noted the refreshed format, increased focus on SMEs and their business stories, as well as reduced duplication of commentary within the report, and sought feedback from the Board, noting that a “final” version would be presented to the Board for approval on 18 July 2025.

The Board noted that the Directors featuring in the report were those in place as at 31 December 2024 and requested that acknowledgement be included to recognise the contributions of those Directors who had stepped down from the Board in 2024 and 2025, namely Barbara Cotter, Eilis Quinlan and Richard Pelly.

The Board discussed the report's focus on SBCI's performance during 2024 and asked that reference to SBCI's cumulative impact and its 2025-2030 Strategy be added to make the report more “forward-looking”.

The CS agreed to take the Board's suggestions forward for incorporation in the version to be presented to the 18 July 2025 Board meeting. **[Matter Arising]**

12.2 Chairperson's Comprehensive Report to the Minister

The CS presented, for noting, the draft “Chairperson's Comprehensive Report to the Minister” which will accompany the final 2024 Annual Report and Financial Statements and contains a number of statements in compliance with the Code of Practice for the Governance of State Bodies (2016), as amended. He noted that the report contained only minor edits from the version which accompanied the 2023 Annual Report and Financial Statements, i.e., updated Gender Balance information for both the Board and SBCI's employees.

12.3 Directors Statement under Companies Act (s.330)

The CS presented, for noting, the assurances that had been provided to support the s.330 statement

that will be included in the Directors' Report to the 2024 Financial Statements, i.e., that each Director is aware of relevant audit information. He advised that assurances had been signed off by the CEO, Head of Risk and Governance, and himself as Company Secretary, and that receipt of the assurance from the Head of Finance (NTMA) would be in place prior to presentation of the final 2024 Financial Statements for approval at the Board's meeting on 18 July 2025.

13. GOVERNANCE ITEM

13.1 Board Governance File & Appendices

The CS presented an updated version (8.0) of the Board Governance File, for noting, following its annual review and advised that only minor amendments had been applied to the existing version (7.0). He noted that 10 of the 14 appendices to the file had been updated since last annual review and that such items are updated and uploaded to the Board Director Information Pack on Diligent for reference as soon as changes are effective.

14. CONSENT AGENDA

14.1 Board Succession – Board member reappointment

The CS noted that Marguerite McMahon's first term of appointment as a Board member was due to expire on 16 July 2025 and that the Minister for Finance had nominated her for reappointment for a *further five-year term, with effect from 17 July 2025*.

IT WAS RESOLVED that the Board reappoint Marguerite McMahon as a member of the SBCI Board for a period of five years with effect from 17 July 2025, or until she is no longer a member of the SBCI Board (whichever is earlier).

14.2 Board Succession – new Board members appointments

The CS noted that, following completion of an external competition via State Board and the Public Appointments Service, the Minister for Finance had nominated Birthe Bruhn-Léon and John Glennon as Director members of the SBCI Board, and members of the Board's Credit Committee and the Board's Audit and Risk Committee, respectively.

IT WAS RESOLVED that the Board appoint Birthe Bruhn-Léon as a member of the SBCI Board for a period of five years with effect from 1 August 2025, or until she is no longer a member of the SBCI Board (whichever is earlier). The Board also resolved to appoint Birthe Bruhn-Léon as a member of the Credit Committee with effect from 1 August 2025, subject to the Terms of Reference of that committee.

IT WAS RESOLVED that the Board appoint John Glennon as a member of the SBCI Board for a period of five years with effect from 1 August 2025, or until he is no longer a member of the SBCI Board (whichever is earlier). The Board also resolved to appoint John Glennon as a member of the Audit and Risk Committee with effect from 1 August 2025, subject to the Terms of Reference of that committee.

15. AOB

There being no other business, the Chairperson then brought the meeting to an end.

Patrick Delaney, Chairperson

Date