

**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 6 MAY 2025**

Present:

Patrick Delaney	<i>Chairperson</i>
June Butler	
Ian Black	
Deirdre Donaghy	
Elaine Hanly	
Marguerite McMahon	<i>(present until 5:00pm)</i>
Declan Murray	<i>(present until 4:20pm)</i>

In Attendance:

Oonagh Kelly	<i>NTMA Chief People Officer (Item 5 only)</i>
Sinead McGettrick	<i>NTMA Head of Reward (Item 5 only)</i>
Laura Finnegan	<i>NTMA Senior HR Manager (Item 5 only)</i>
Margaret Concannon	<i>Head of Risk & Governance (Items 6 - 11)</i>
Colin Moran	<i>Head of Lending (Items 6 - 11)</i>
Suzanne Sweeney	<i>Head of Finance & Operations (Items 6 - 11)</i>
Shane McCullough	<i>Head of Products, Strategy & Marketing (Items 6-11)</i>
Fiona Collier	<i>Senior Manager, Strategy, Research & Marketing (Item 6 only)</i>
David Purdue	<i>NTMA Chief Economist (Item 6.1 only)</i>
Ultan Brady	<i>European Relations Assistant Manager (Item 7 only)</i>
THIS HAS BEEN	<i>KMPG Partner (Item 10.1 only)</i>
PARTIALLY	<i>KPMG Director (Item 10.1 only)</i>
REDACTED.	
Aislinn Redmond	<i>NTMA Head of Internal Audit (Item 10.1 only)</i>
Claire Young	<i>Business Support Specialist</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. He proposed that notes of appreciation be sent to former members, Eilis Quinlan and Richard Pelly, in recognition of their contribution to the Board and all members present approved. 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 25 February 2025

The Company Secretary (CS) noted that draft minutes of the meeting of 25 February 2025 had been circulated for review and were before the Board for approval.

IT WAS RESOLVED that the minutes of the meeting held on 25 February 2025 be approved, as presented, subject to amendments to Item 4.1 which referred to "Euro Housing Policy" in the 6th para and should read "EU Housing Policy", and Item 9.2 which referred to the expiry date for the term of the Chairperson of the Credit Committee as "31 December 2026" in the 1st para and should read "11 March 2028", and that they be signed by the Chairperson when circumstances permitted.

3.2 Matters Arising

The CS advised that the Item 1 from the 25 February 2025 meeting was closed based on the draft minutes of the Credit Committee meeting held on 28 April 2025 and the report of the Audit and Risk Committee meeting held on 29 April 2025 having been shared with the Board in advance. He noted that Item 3 re Quarterly MI from the 6 September 2024 meeting remained open pending circulation of a draft Quarterly MI pack, which would be based on 2025 data, to Board members for feedback.

4. CEO REPORT

The CEO presented her report and noted those key items that would be discussed later in the agenda. She highlighted recent stakeholder engagement via meetings held with various government ministers, with further meetings planned for May. The CP agreed that the meetings had been positive overall, with, for example, the Minister for Finance supporting SBCI's mandate

to complement, but not compete with, other government bodies' initiatives to support Irish businesses.

The CEO noted that SBCI had hosted the EIB and announced the signing of SBCI's new €200m loan facility with EIB. She set out SBCI's promotional activities re the Home Energy Upgrade Loan Scheme, including attendance at the recent Ideal Homes Show in Dublin, **THIS ITEM HAS BEEN PARTIALLY REDACTED.**

The Board discussed the completion of the review of the Legacy Credit Guarantee Schemes and remedial actions regarding historical payments processed. **THIS ITEM HAS BEEN PARTIALLY REDACTED.**

The CP confirmed that Board Succession was progressing, with a shortlist of candidates due to be shared with the Minister for Finance, who will then nominate two new members for appointment to the Board. The CEO advised that it was likely that these new appointments would be proposed at the June Board meeting for approval - otherwise, written resolutions may be required.

THIS ITEM HAS BEEN PARTIALLY REDACTED

5. HR UPDATE - SBCI PEOPLE FUNCTION

Following discussion with the Remuneration Committee at its meeting on 18 February 2025, the NTMA Chief People Officer presented an update on behalf of the SBCI People Function, including the external environment, organisational context and actions driven by SBCI's Organisational review (undertaken by Fexco in 2024). The NTMA Senior HR Manager discussed talent acquisition and development, including key initiatives to provide relevant, bespoke training, and leadership and culture, particularly employee engagement, the "Living our Values" awards and 100% completion rate for performance reviews. She noted additional IT investment in HR, plans to enhance the employee experience and initiatives in 2024/2025 in the areas of Equity, Diversity and Inclusion (EDI) and Wellbeing.

The NTMA Head of Reward discussed the EU Pay Transparency Directive, which came into effect in June 2023 and has a three-year window for EU countries to be transposed into national legislation. She noted the key impacts of the directive and the NTMA's preparations to comply by 2026, including the development of a Job Architecture (i.e., Job families & Sub-families) and Rewards Framework, noting that this will mean a transition from the current individualisation of employees' contracts to a structured approach.

The CEO noted that the reporting by the NTMA, that will be required under directive, will include SBCI data as all SBCI staff are NTMA employees seconded to SBCI.

6. STRATEGY ITEMS

6.1 Economic Update

The NTMA Chief Economist (NCE) presented, for noting, a paper on "Tariffs & Geopolitics", setting out the background of Ireland's position in US multinational supply chains and its impact on Ireland's GDP and labour market. He noted that US companies using Ireland as their EU base account for 52% of their EU Total profits, and Ireland is exposed to US tariffs, noting 28% Goods are exported to US, while 48% Services are imported from the US. He advised that Irish Services exports are dominated by multinationals in ICT, finance and IP/R&D/royalties, while Pharma accounts for 66% of all Irish Goods exports and has been increasing steadily over the past 10 years.

The NCE shared a US tariff timeline noting that Pharma is currently out of scope for Ireland and a 90- day pause was imposed on 10 April 2025 on all reciprocal tariffs, with most countries now on a tariff rate of 10%. He advised that there was evidence of frontloading of exports in 2025 in Q1, getting ahead of the tariff timeline. He noted that the IMF are forecasting slower growth globally and a growth rate of c.2% for Ireland. He indicated that the impacts of the tariffs for Ireland could be both cyclical, e.g., reduced growth, increased unemployment, reduced tax

receipts, and structural, e.g., US multinationals pulling out, tech companies downsizing, reduced incomes and recession in Europe.

THIS ITEM HAS BEEN PARTIALLY REDACTED.

The Board thanked the NCE for his presentation and discussed the impacts for Irish businesses against a background of under-investment in sustainability by SMEs, the challenge of keeping the green agenda on the priority list, defence/security-related spending (including cyber security), coastal protection etc. The Board requested that both this presentation and the presentation per Item 5 be made available to the two incoming Board members when they join.

[Matter Arising]

6.2 2025 Strategy Implementation Plan - Update

The Senior Manager, Strategy, Research and Marketing (SSRM) presented the update on the 2025 Strategic Implementation Plan, for noting, including the Minister for Finance's acknowledgement letter re the 2025-2030 Strategic Plan which confirmed "the need for additionality in the provision of credit to the economy".

THIS ITEM HAS BEEN PARTIALLY REDACTED.

In respect of the YTD Liquidity Volumes, the Board noted that figures included both asset finance (term repayment nature) and also invoice discounting (revolving nature). The HoL explained that the invoice discounting figures included are based on new or renewed invoice discounting facility limits to SMEs and not the revolving balances under the facilities. The CEO proposed that an additional measure of funding support also be considered (e.g., drawn balances under each on-lenders' SBCI facility).

The SSRM noted the key priorities in Q2 2025 were GSLS and HEULS deployment, **THIS ITEM HAS BEEN PARTIALLY REDACTED**, the new liquidity transactions and the finalisation of the 2024 Annual Report and Financial Statements. •

7. THIS ITEM HAS BEEN REDACTED IN FULL

8. CREDIT COMMITTEE REPORT

The Chairperson of the Credit Committee (CCC) presented an update following that committee's meeting on 28 April 2025. He noted the liquidity transactions discussed at the committee's meeting in December 2024, **THIS ITEM HAS BEEN PARTIALLY REDACTED.**

The CCC noted that several credit proposals were due to be presented at the next-committee meeting scheduled for 11 June 2025, including new On-Lenders, and that it had been agreed that, going forward, Term Sheets should accompany new proposals to assist review.

9. AUDIT AND RISK COMMITTEE REPORT

The Chairperson of the Audit and Risk Committee (CARC) presented updates following that committee's meetings on 7 April 2025 and 29 April 2025. **THIS ITEM HAS BEEN PARTIALLY REDACTED.** She confirmed that Drafts 1 and 1.2 of the Financial Statements 2024 were reviewed at the committee meetings on 7 April and 29 April, respectively, with variances noted and amendments proposed to the text. She noted that the committee had approved the annual review of the Internal Audit Charter, as adapted for SBCI, at the 7 April meeting.

The CARC advised that, at the meeting of 29 April, the committee had approved the text for the Governance and Risk Statements for inclusion in the Annual Report 2024 and had discussed the assurances to be provided with regard to compliance with the Code of Practice for the Governance of State Bodies and the Statutory & Governance Obligations- a summary of such attestations will be provided to the Board at the June meeting.

The-CARC noted that the annual NTMA ICT Cyber Security Update and the SBCI Hub Security Update were made to the committee, and it had been recommended that both presentations also be made to the Board at the September meeting, for example, if time allowed. She advised that PwC had shared updates re the On-Lender Reviews **THIS ITEM HAS BEEN PARTIALLY REDACTED.**

10. FINANCE ITEMS

THIS ITEM HAS BEEN PARTIALLY REDACTED

10.4 SBCI Financial Statements 2024 - Update

The HoFO presented, for noting, an update on the status of the Financial Statements 2024. She confirmed that the 1st draft had been presented to the Audit and Risk Committee on 7 April 2025, followed by an updated draft presented to that committee on 29 April 2025. She noted that **THIS ITEM HAS BEEN PARTIALLY REDACTED** the current plan is to complete the Financial Statements 2024 by end-May, ahead of presentation to the committee and Board in June. The CEO advised that the treatment of a refund of fees by EIF is also likely to impact the Financial Statements as the amount involved may be deemed as material for reporting purposes.

THIS ITEM HAS BEEN PARTIALLY REDACTED

10.5 THIS ITEM HAS BEEN PARTIALLY REDACTED

11. AOB

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

Patrick Delaney, Chairperson

Date