

**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 BY CONFERENCE CALL AT
TREASURY DOCK, NORTH WALL QUAY, DUBLIN 1
AT 10.15 AM ON 19 March 2020**

Present:

Barbara Cotter, *Chairperson*

Nick Ashmore

Eilis Quinlan

AJ Noonan

Richard Pelly

Conor O’Kelly

Eoin Dorgan

Tom McAleese

In Attendance:

Macken McNicholas *Secretary*

Ray Mangan *Head of Risk, Finance and Operations (Item 3 only)*

Sean Farrell *Head of Product Development (Item 3 only)*

Suzanne Sweeney *Head of Lending (Item 3 only)*

Eibhlin O’Donnell *Senior Legal Advisor (Item 4 only)*

1. NOTICE AND QUORUM

The Chairperson 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 members in the business to be transacted at the meeting.

3. COVID-19 WORKING CAPITAL SCHEME

The Head of Product Development presented the proposal to the Board which sought board approval to amend SBCI’s Brexit Loan Scheme as an emergency measure to include Covid-19 impacted businesses. He noted that with the unprecedented impact on businesses’ working capital requirements many Irish businesses needed an urgent response. He noted that the SBCI had been in close communication with the Department of Business Enterprise and Innovation (DBEI) Department of Agriculture Food and the Marine (DAFM) and they were supportive of the proposed Covid-19 Working Capital Scheme which would facilitate an immediate circa 250 million capacity to assist

impacted businesses. He noted that the Brexit Loan Scheme had been recently amended to extend the Scheme to 31 March 2021.

The Board discussed the proposal and the significant impacts of the Covid-19 virus on businesses. The Board welcomed the proposal and emergency support noting that it was important to encompass as wide a cohort of businesses as possible within the rules and eligibility of the Scheme. The Board discussed the expected loss analysis and also the documentary changes to the application process, as set out in the paper, and deemed these risks and mitigants acceptable in order to facilitate the launch to the Covid-19 Working Capital Scheme.

The CEO noted that this proposal would be the first of a number of supports made available to businesses and that the SBCI was working with the departments on bringing additional solutions in due course, but that this measure was the most immediate.

The Board noted that advertising and marketing of the Scheme was paramount to reaching out to as many affected businesses as possible. The Board also noted that SBCI may require additional resources to assist with development and deployment of further measures. The Board further discussed other Irish and European fiscal stimulus measures to combat the financial impacts on businesses including a new State aid Framework.

The Board noted the unique nature of SBCI as a National Promotional Bank and that it was designed to act in a counter-cyclical nature to harness government and European supports in this time of crisis.

The Board was supportive of the proposal and **IT WAS RESOLVED**

1. that the necessary amendments be made to the Brexit Loan Scheme to enable the implementation of a COVID-19 Working Capital Scheme.
2. to delegate to the Chief Executive Officer the power to negotiate the modification of such Scheme and to approve any contract, document, agreement or other binding arrangement, together with any amendments thereto, conforming in substance to the terms as set out in the Board Paper, with such minor and non-substantive variations as he in his absolute discretion deems necessary or appropriate; and
3. to authorise the use of the SBCI's seal where required for the proper execution of any documentation in relation to any of the matters outlined above.

4. POWER OF ATTORNEY

The Secretary and Senior Legal Advisor, Eibhlin O'Donnell presented a paper to the Board on putting in place a Power of Attorney for the SBCI given the restrictions and challenges that "lockdown" and "self-isolation" would impose on SBCI representatives executing and signing certain documents. The Senior Legal Advisor noted that the Board would remain responsible for the approval of all such matters requiring board approval, but that the manner in which physical signatures and the execution of deeds under seal would change under the Power of Attorney.

The Board discussed the Power of Attorney and noted that the Power of Attorney was revocable and would be revoked by the Board at the earliest opportunity when business arrangements would return to some semblance of normal. The Board approved the Power of Attorney and draft minutes presented to it.

Barbara Cotter

Chairperson

4 June 2020