



Small businesses. Big plans.
Strategic Banking
Corporation of Ireland

**STRATEGIC BANKING CORPORATION OF IRELAND
(THE "COMPANY" or "SBCI")**

**MINUTES OF A MEETING OF THE
BOARD OF DIRECTORS OF THE COMPANY
DULY CONVENED, CONSTITUTED AND HELD AT
TREASURY BUILDING, LOWER GRAND CANAL STREET, DUBLIN 2
AT 2.00PM ON 19 NOVEMBER 2015**

PRESENT: Conor O'Kelly (Chairperson)
Nick Ashmore
Barbara Cotter
Tom McAleese
Rosheen McGuckian
Ann Nolan
AJ Noonan
Richard Pelly
Eilis Quinlan

IN ATTENDANCE: Adrian O'Donovan, Secretary
Ray Mangan, Senior Risk and Finance Manager
Jillian Mahon, Head of Funding and Strategic Initiatives
Shane McCullough, Lending Manager
Des O'Connor, Project Manager, Lending
Philip O'Sullivan, Senior Legal Advisor, NTMA
Suzanne Sweeney, Head of Lending

1. NOTICE AND QUORUM

The Chairperson noted that notice of the meeting and of the nature of the business to be conducted had been given to all directors entitled to attend the meeting and that a quorum was present. The meeting then proceeded to business.

2. DECLARATIONS OF INTEREST

There were no declarations of interest.

3. FIRST CITIZEN CREDIT PROPOSAL

The SBCI Head of Lending presented a credit proposal to provide First Citizen with a €40 million (6 year loan) for the purpose of funding agri equipment to SMEs in the agricultural sector.

The Board discussed the structure of the vehicle in which the SBCI would invest (and how it would be secured), the management team, First Citizen's credit approval processes and its business model. It agreed that the proposal brought a lot of additionality for the SBCI, establishing a vehicle for offering reduced funding costs to a new market sector. It asked that the due diligence on the proposal take account of the discussion on the structure of the entity to which the SBCI was providing funding and its relationship to the parent company.

IT WAS RESOLVED

- (a) that the SBCI, provide First Citizen Ltd or such of its affiliates as may be agreed ("First Citizen") with a €40 million, 6 year loan ("the Facility"), subject to confirmatory due diligence and legal review for the purpose of funding agri equipment to SMEs in the agricultural sector;
- (b) to delegate to the Chief Executive Officer of the SBCI the power to negotiate the Facility conforming in substance to the terms of the term sheet with such minor and non-substantive variations or changes as he in his absolute discretion deems necessary or appropriate; and
- (c) to authorise the use of the SBCI's seal where required for the proper execution of any contractual documentation connected to the Facility.

4. ULSTER BANK CREDIT PROPOSAL

The SBCI Head of Lending presented a credit proposal to provide Ulster Bank with a €75 million 7 year loan for the purpose of making SBCI facilities available to SMEs.

The Board noted that the terms of the proposal were similar to those it had previously approved in respect of Bank of Ireland and AIB and that the proposal was important to promoting competition in the market.

IT WAS RESOLVED

- (a) that the SBCI provide Ulster Bank Ireland Ltd with a €75 million, 7 year loan (the “Facility”), subject to legal review, for the purpose of making credit facilities available to eligible SMEs in Ireland;
- (b) to delegate to the Chief Executive Officer of the SBCI the power to negotiate the Facility conforming in substance to the terms of the term sheet with such minor and non-substantive variations or changes as he in his absolute discretion deems necessary or appropriate; and
- (c) to authorise the use of the SBCI’s seal where required for the proper execution of any contractual documentation connected to the Facility.

5. This has been redacted.

Conor O’Kelly
Chairperson

25 February 2016