



**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