

## **Board Committees**

The Board has established an Audit & Risk Committee, a Remuneration Committee, a Nomination Committee and a Disclosure Committee, with formally delegated duties and responsibilities.

### **Audit & Risk Committee**

The Audit & Risk Committee will have Mary Harney as Chair, and will have primary responsibility for monitoring the quality of internal controls, monitoring the integrity of the financial statements of the Group, ensuring that the financial performance of the Company is properly measured and reported on, appointment or removal of the external auditors and reviewing reports from the Company's auditors relating to the Company's accounting and internal controls, in all cases having due regard to the interests of Shareholders. The Audit & Risk Committee will meet at least four times a year. Robert Garber and Rebecca Shanahan will be the other members of the Audit & Risk Committee.

### **Remuneration Committee**

The Remuneration Committee will have Rebecca Shanahan as Chair, and will determine the Group's policy on executive remuneration; review the suitability of performance measurement criteria for the Executive Directors and senior management; determine compensation arrangements for early termination of employment contracts; administer share option schemes for Executive Directors and senior management; and review the performance of Executive Directors against key performance indicators for the purposes of determining annual bonus entitlements and make recommendations to the Board about pay out level. and the grant of share-based incentives, having due regard to the interests of Shareholders. The Remuneration Committee will meet at least once a year. Mary Harney and Robert Garber will be the other members of the Remuneration Committee.

### **Nomination Committee**

On Admission, the Nomination Committee will have Mary Harney as Chair, and will identify and nominate for the approval of the Board candidates to fill board vacancies as and when they arise. The committee is responsible for overseeing succession planning for the Board and senior management. It is also responsible for assessing the leadership needs for the Group in terms of its ability to compete effectively in its industry. The Nomination Committee will meet at least once a year. Robert Garber, and Rebecca Shanahan will be the other members of the Nomination Committee.

### **Disclosure Committee**

On Admission, the Disclosure Committee will have Jim Joyce as Chair and will assist the Company in discharging its obligations to make timely and accurate disclosure under any relevant legal and regulatory obligations. Laurence Flavin and one Non-Executive Director will be the other members of the Disclosure Committee.

The Committee must meet whenever necessary to fulfil its responsibilities and in addition, must meet at least once per year. The agenda for at least one Disclosure Committee meeting per year will include (but is not limited to) consideration by the Committee of the processes and controls in place by the Disclosure Committee and the effectiveness of the Disclosure Committee in compliance with its terms of reference.

The duties of the Disclosure Committee include (but are not limited to) considering and deciding whether information provided to the Disclosure Committee is inside information within the meaning of the Market Abuse Regulations (MAR) and if so, the date and time at which that inside information first existed within the Company and to consider and decide whether inside information gives rise to an obligation to make an immediate announcement and, if so, the nature and timing of that announcement or whether it is permissible to delay the announcement. The Disclosure Committee must also ensure that all notifications required to be made by the Company to the Central Bank of Ireland from time to time in connection with MAR are made promptly and within the prescribed time periods. The Disclosure Committee terms of reference specify that the Disclosure Committee must ensure that procedures are in place for employees with access to inside information to acknowledge the legal and regulatory duties that apply to them and the Disclosure Committee must approve and keep under review the design implementation and evaluation of the Companies disclosure controls and procedures.