

Bank of Ireland (UK) plc corporate governance information

January 2018

The Board of Directors (the Board) is accountable to its shareholder for the overall direction and control of the Company. It is committed to high standards of governance designed to protect the interests of its shareholder and all other stakeholders while promoting the highest standards of integrity, transparency and accountability. A key objective of the Company's governance framework is to ensure compliance with applicable legal and regulatory requirements.

On appointment, all non-executive Directors receive a comprehensive induction programme designed to familiarise them with the Company's operations, management and governance structures, including the functioning of the Board and the role of the key committees. In addition, new non-executive Directors undertake significant induction in relation to risk and business matters, including visits to or presentations by Group and UK businesses and briefings with senior management. Further meetings are arranged as required based on the particular circumstances of each Director.

The Board is provided with various technical and business training sessions during the course of the year. The Company ensures that individual Directors of the Board have sufficient time to dedicate to their duties, having regard to applicable regulatory limits on the number of directorships held by any individual Director. The Board is committed to identifying the people best qualified and available to serve on the Board and is responsible for the appointment of Directors. The Board regularly reviews board composition, tenure and succession planning. In accordance with the Board Diversity Policy (which is available on the Company's website) all appointments are made on merit against objective criteria (including the skills and experience the Board as a whole requires to be effective) with due regard for the benefits of diversity on the Board.

Prior to the appointment of a Director, the Nomination Committee assesses the time commitment involved and identifies the skills and experience required for the role, having regard to Board succession planning. The recruitment process for non-executive Directors is supported by an experienced third party professional search firm which develops an appropriate pool of candidates and provides independent assessments of the candidates. The Nomination Committee then shortlists candidates, conducts interviews /meetings (including meetings with members of the Committee) and arranges for comprehensive due diligence. The Nomination Committee and the Group Nomination and Governance Committee then make a recommendation to the Board.

The Company recognises the benefits of having a diverse board. During 2017 the Nomination Committee reviewed and updated the Board Diversity Policy. In reviewing Board composition and identifying suitable candidates, the Committee considers the benefits of all aspects of diversity including skills, regional and industry experience, background, race, gender and other relevant qualities in order to maintain an appropriate range and balance of skills, experience and background on the Board.