

Bank of Ireland (UK) plc
Nomination Committee (the 'Committee')
Terms of Reference

1. Objectives

This is the Committee responsible for:

- 1.1. Ensuring the Company's compliance with the Wates Principles.
- 1.2. Leading the process for the appointments and renewals of Board and Board Committees members, as appropriate, and making recommendations in this regard to the Board for its approval.
- 1.3. Succession plans and recommendation to the Board for approval of Executive Committee and Senior Management Function (SMFs - as defined by the PRA/FCA Senior Manager & Certification Regime). Development of diverse pipeline for succession.
- 1.4. Keeping Company governance arrangements under review and making appropriate recommendations to the Board to ensure corporate governance practices, including those relating to Environmental, Social and Governance ("ESG"), are consistent with good practice and required corporate governance standards.

2. Membership

- 2.1. The Committee normally will have a minimum of three members, appointed by the Board, the majority of whom should be Non-Executive Directors.
- 2.2. The Committee Chair should be either the Chair of the Board or an independent non-executive director.
- 2.3. Directors who perform an executive function shall not be members of the Committee.
- 2.4. The Company Secretary or their nominee shall be Secretary of the Committee.
- 2.5. The CEO shall be in attendance, as required.
- 2.6. Membership of the Committee will be reviewed by the Chair regularly to ensure an appropriate balance of skills, knowledge and experience. This review shall be submitted to the Committee for consideration and recommendation to the Board. While there is no fixed term of membership, no more than three consecutive years would be expected from members, other than the Chair. The general aim is to refresh the membership from time to time to ensure an appropriate balance between continuity and fresh perspectives.
- 2.7. Members of the Committee will have adequate collective skills, knowledge, and experience relating to the business of the Company, to be able to assess the appropriate composition of the Board, including recommending candidates to fill Board vacancies.

3. Voting and Conflicts of Interest

- 3.1. In keeping with the Articles of the Company, decisions arising at any meeting of the Committee shall be determined by a majority of votes.
- 3.2. Where decisions are unanimous, they shall be recorded as such in the minutes. Dissent and votes against a proposal shall be documented in the minutes.
- 3.3. In the event of a tie of votes, the Chair will have a casting vote.
- 3.4. The Directors have a duty to act in the best interests of the Company, and must act in accordance with the Articles and the Company's Conflicts of Interest Policy at all times. A Director who is in any way, whether directly or indirectly, interested in a matter reviewed by the Committee must declare the nature of this interest to the Committee at the earliest opportunity. Directors will not participate in any decision making / discussion of the Committee where it could be reasonably perceived that conflicts of interest exist, unless permitted by the Committee.

4. Meetings and Quorum

- 4.1. The Committee will meet as often as it deems necessary for the discharge of its responsibilities. The Committee Chair shall report to the Board on its proceedings after each meeting.
- 4.2. The quorum for meetings will be any two members.

5. Duties

The Committee shall:

- 5.1. Regularly review succession plans for the Board and Committees of the Board in the context of their structure, size and composition (the skills, knowledge and experience, independence and diversity of Directors and their compliance with the UK Regulatory Regime, described by the PRA/FCA as the Senior Manager & Certification Regime ('SM&CR') and make recommendations to the Board with regard to any changes it considers desirable, as well as concerning the extension of the terms of office of Non-Executive Directors. The Committee will review at least annually the Board's policy on diversity and inclusion, its

objectives, any relevant targets set out therein and the extent to which these objectives and targets have been achieved.

- 5.2. Review and recommend for approval the annual Corporate Governance and S172(1) Statements for inclusion in the Bank of Ireland UK Plc Annual Report.
- 5.3. Oversee the annual evaluation of the performance of individual directors. Report how Board evaluation has been conducted.
- 5.4. Identify any external search consultancy that has been engaged and disclose any other connections that they have with the Company or individual directors.
- 5.5. Be responsible for reviewing and recommending to the Board annually the Conflicts of Interest policy and Board Diversity policy, and triennially the Director and Key Function Holders Assessment and Director Induction and Training Policies. Such policies shall be reviewed by the Committee with any recommended changes being reported to the Board for approval.
- 5.6. Meet annually, without any management present, to satisfy itself that plans are in hand for the orderly succession to the position of the Company Chief Executive.
- 5.7. Ensure that on appointment to the Board, non-Executive Directors receive:
 - a formal letter of appointment setting out clearly what is expected of them with regards to time commitment, Committee service and involvement outside Board meetings;
 - an induction programme designed to enable effective contribution from the outset; and
- 5.8. Monitoring developments in corporate governance and other regulatory developments, e.g. the UK Regulatory Regime, which are relevant to the assessment of the suitability and financial soundness of the holders of Senior Management Functions within the Company, assessing the implications and advising the Board accordingly.

6. Prescribed Responsibilities

- 6.1. The Committee will assist the Chair in complying with their prescribed responsibilities by:
 - Reviewing the allocation of prescribed responsibilities across members of the Board.
 - Monitoring the effective implementation of policies and procedures for the induction, training and professional development of all members of the Board.
 - Overseeing performance of the Company's obligations under Fitness and Propriety in respect of its notified Non-Executive Directors.

7. Authority

- 7.1. The Committee derives its authority from the Board.
- 7.2. The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Group Secretariat for assistance as required. As and when required, the Committee may access professional advice.
- 7.3. The Committee may invite any Company Director, Company Executive or other person to attend any meeting(s) of the Committee as it may from time to time consider desirable to assist the Committee in the attainment of its objectives.
- 7.4. The Committee is authorised to seek any information it requires from any employee of the Company to enable it to discharge its responsibilities.

8. Performance Evaluation

- 8.1. The Committee shall, at least once a year, review its own performance and terms of reference and shall report its conclusions and recommend any changes it considers necessary to the Board for its approval.

Approved by the Committee on 1 December 2025 and by the Board on 2 December 2025