



AIB Group (UK) p.l.c.

Board Technology, Data and Operational Resilience Committee Terms of Reference

Reviewed by the AIB Group (UK) p.l.c. Board Technology, Data and Operational Resilience
Committee on 9 March 2023

Approved by the AIB Group (UK) p.l.c Board on 23 March 2023

- (A) References in this document to “Board” mean the Board of Directors of AIB Group (UK) p.l.c (the “Company” or “AIB UK”). References in this document to “AIB” and the “Group” mean AIB Group plc, Allied Irish Banks, p.l.c and all of its subsidiary companies combined.
- (B) The Company is a UK authorised and regulated financial institution with its own Board of Directors. The Board Technology, Data and Operational Resilience Committee (the “Committee”) is a committee of the Board of the Company, from which it derives its authority and to which it regularly reports.
- (C) The Company is a wholly-owned subsidiary of Allied Irish Banks, p.l.c. which has a governance and organisation framework (“Framework”) which sets out the governance and organisation principles, expectations, roles and responsibilities in place and proposed for AIB. This Framework includes a risk policy.
- (D) AIB Group plc (“the Holding Company”) is the ultimate parent financial holding company in the AIB legal entity structure and it is the primary issuer of the Group’s capital instruments, including shares, equity instruments and debt instruments, and any derivatives thereof.
- (E) Allied Irish Banks, p.l.c. (“AIB Bank”) is the sole direct subsidiary of the Holding Company. AIB Bank continues to be the principal operating and regulated financial services company, with all other companies within the legal structure (circa 120 in total, including the Company) operating as subsidiaries of AIB Bank.
- (F) “Technology” for the purpose of these Terms of Reference covers all aspects of technology and cyber-security as covered by the Technology Service Level Agreement between AIB UK and AIB Group which for avoidance of doubt includes all significant IT third-party selection;
- (G) “Data” for the purpose of these Terms of Reference covers all aspects of data received, collated or held by AIB UK, which for the avoidance of doubt includes data processed on behalf of AIB UK by third parties;
- (H) “Operational Resilience” for the purpose of these Terms of Reference is with reference to the Prudential Regulation Authority and Financial Conduct Authority Operational Resilience regulations and is defined as the ability of the Company to prevent, adapt to, respond to, recover from and learn from operational disruption. This is specifically in the context of the Company’s Vital Business Services (“VBS”). For the purpose of the Committee, the source of the disruption is less relevant than the Company’s ability to recover from it; and
- (I) The above definitions apply throughout this document unless the context requires otherwise.

AIB Group (UK) p.l.c. – Board Technology, Data and Operational Resilience Committee
Terms of Reference

- (J) These Terms of Reference are to be read in conjunction with the Company's Articles of Association and Board Governance Manual, as amended from time to time. In any conflict between these Terms of Reference and the Board Governance Manual and/or Articles of Association, the Articles of Association and then the Board Governance Manual take precedence.

- (K) Where specific job titles are referenced in this document, these may be used interchangeably for any job title being used for the individual holding the responsibilities normally associated with the specified job title and of the equivalent seniority.

1. Purpose

The Committee is appointed by the Board to assist and advise the Board in fulfilling its oversight responsibilities in relation to reviewing and challenging the strategy, governance and execution of matters relating to Technology, Data, and Operational Resilience. This is in recognition of the substantial investment into technology and data as agreed under the Annual Investment Plan, coupled with major decision points as part of the Group's Strategy, many of which have long term ramifications for AIB UK.

2. Duties & Responsibilities

The Committee shall:

2.1 review, challenge and provide advice to the Board on the following in relation to Technology, (including Cyber), Data and Operational Resilience:

- a. Strategy;
- b. Model Effectiveness;
- c. Governance and Regulatory Compliance;
- d. Serious Incident/Events Reviews;

and any significant IT third-party selection.

2.2 Review and assess technology related deliverables for key change projects;

2.3 Review and assess Operational Resilience related deliverables including AIB UK's annual Self-Assessment of compliance with the Operational Resilience requirements ahead of onward recommendation to the Board for approval, and regular review of Vital Business Service Resilience Assessment reports.

3. Committee Governance

3.1 Authority

3.1.1 The Board authorises the Committee to:

- investigate any matter falling within its Terms of Reference or undertake or consider on behalf of the Board Chair or the Board such other related tasks or topics as the Board Chair or the Board may from time to time entrust to it, and make any recommendations to the Board which it deems appropriate on any area within its remit where action or improvement is needed;
- sub-delegate any or all of its powers and authority as it sees fit to one or more of its Members or the Secretary, including, without limitation, the establishment of sub-committees to analyse particular issues or themes and to report to the Committee, to facilitate the effective discharge of its responsibilities;

- engage and provide advice on the appointment of external consultants, any firm of accountants, solicitors or other professionals as the Committee sees fit, in accordance with internal procurement policies, to provide independent advice or support and to assist in any review or investigation of such matters within these Terms of Reference as considered appropriate and the Committee shall receive appropriate funding for any such appointments,¹ subject to the procedures and limitations set out in the Board Governance Manual;
- where it applies to the remit of the Committee, receive regular reports, ad hoc information, communications and opinions from the heads of internal control functions in relation to the current risk profile of the Company and its risk culture; and,
- request the attendance of and/or seek any information it requires from any employee of the Group in order to perform its duties and the Board directs that all Directors and employees co-operate with such requests made by the Committee.

3.2 Membership

- 3.2.1 The Committee shall comprise at least three Non-Executive Directors, the majority of whom shall be Independent Non-Executive Directors. The Members shall between them have relevant senior operations, technology and data experience.
- 3.2.2 To support the Board in meeting its risk oversight obligations in a consistent and co-ordinated manner, one Member should also be a Member of the Board Risk Committee.
- 3.2.3 Membership and succession planning will be reviewed each year by the Board Nomination Committee, in consultation with the Committee Chair, and changes as required will be recommended to the Board.

3.3 Quorum

- 3.3.1 The quorum for the transaction of business shall be two Members. A duly convened meeting of the Committee, at which a quorum is present, shall be competent to exercise all or any of the powers exercisable by the Committee.
- 3.3.2 A Member's participation in a meeting by electronic facility shall be valid for these purposes.

3.4 Committee Chair

- 3.4.1 The Committee Chair shall be appointed by the Board on the recommendation of the Nomination Committee.
- 3.4.2 In the absence of the Committee Chair from any meeting, they shall nominate or, in the absence of such nomination, the remaining members present shall elect, one of their number to chair the meeting.

¹ If the proposed professional advisor provides statutory audit services to any part of the Group, the proposal shall be discussed with the Audit Committee Chair and the Group Audit Committee Chair before any appointment is agreed.

3.4.3 The Committee Chair will be responsible for leadership of the Committee and for ensuring its effectiveness in all aspects of its role. The Committee Chair should also facilitate the effective contribution of all Members.

3.4.4 In the normal course of business, the Committee Chair may not be the Chair of any other Committee in operation within the Company. Any exception to this requirement would be duly considered and approved by the Board, and subject to consultation with the relevant regulatory authorities.

3.5 Secretary

The Company Secretary, or a nominee if approved by the Committee Chair, shall act as the Committee Secretary and attend all meetings.

3.6 Attendees

3.6.1 While not Members of the Committee, the following will normally attend meetings as permanent invitees, given the extent of outsourcing of AIB UK's Technology, Cyber, Data and Operational Resilience activity to AIB Group and the dependency of the Company on these resources and the Senior Management Function roles that some individuals possess as part of the Senior Managers and Certification Regime:

- AIBUK Chief Operating Officer
- AIBUK Head of Operational Risk
- AIB Group Chief Technology Officer
- AIB Group Chief Operating Officer

3.6.2 Permanent invitees may only send a delegate to attend a meeting on their behalf in exceptional circumstances and with prior agreement of the Committee Chair.

3.6.3 The UK Managing Director and Group Internal Audit have an open invitation to all meetings.

3.6.4 The Company's External Auditors may attend any meeting and have access to meeting minutes at their request.

3.6.5 The Committee may also invite any Director, or any other person to attend any meeting(s) as it sees fit.

3.6.6 The Committee may at its discretion decide to meet in private or with specified attendees only.

3.7 Voting

Each Member present shall have one vote and will be entitled to vote on all matters, save for where a perceived, potential or actual conflict of interest exists (subject to the Company's Articles of Association). All decisions will be by way of simply majority. In the event of a split decision, the Committee Chair shall exercise the casting vote.

3.8 Meetings

3.8.1 The Committee shall meet as frequently as it deems necessary to fulfil its duties and responsibilities but not less than four times in every year.

3.8.2 The Committee Chair, members of the Committee or the Board Chair may each request that a meeting be held at any time.

3.8.3 The Committee Secretary shall convene meetings of the Committee. Notice shall be given to each Member of the venue and/or electronic facility details, time and date of the meeting. As a general rule and unless not reasonably practicable, the agenda and papers shall be circulated to Members five business days in advance of the meeting.

3.9 Minutes

3.9.1 The Committee Secretary shall minute the proceedings and resolutions decisions of all formal committee meetings, including recording the names of those present and in attendance and the existence of any conflicts of interest.

3.9.2 Draft minutes of meetings will be circulated to the Committee Chair within a reasonable timeframe following the holding of each meeting for review and comment in advance of their formal circulation to the Committee at the time of the next scheduled meeting for review and thereafter approval.

3.10 Reporting

Reporting to the Board

3.10.1 The Committee Chair shall report verbally or in writing on the key aspects of the proceedings of the Committee to the subsequent full meeting of the Board, and the Minutes of the Committee should be tabled at the Board as soon as possible for noting and/or discussion as necessary.

3.10.2 Outside of the above reporting cycle, the Committee shall ensure the Board is informed promptly of all matters of material concern to the Committee.

3.10.3 Committee papers will be made available to all Board Members.

3.11 Other Matters

The Committee shall:

3.11.1 have access to sufficient resources to carry out its duties, including access to the company secretariat for assistance as required;

3.11.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members, as part of the Board Training Programme;

- 3.11.3 to the extent possible and on an ongoing basis, take account of the need to ensure that the Committee's decision-making and discussions are not dominated by any one individual or small group of individuals in a manner that is detrimental to the interests of the Company as a whole;
- 3.11.4 provide oversight of and challenge to Management;
- 3.11.5 give due consideration to all relevant laws and regulations, the Senior Managers Regime, the UK Corporate Governance Code and published guidance, and any other applicable rules, as appropriate;
- 3.11.6 work and liaise as necessary with all other Board Committees ensuring interaction between committees and with the Board is reviewed regularly, taking particular account of the impact of risk management and internal controls on the work of other committees;
- 3.11.7 Where there is a perceived overlap of responsibilities between Committees, the respective Committee Chairs shall have discretion to agree the most appropriate Committee to fulfil any obligation. An obligation under the Terms of Reference of this Committee will be deemed by the Board to have been fulfilled providing it is dealt with by any of the Board Committees.

4. *Responsibility of Management*

- 4.1 The Committee shall be entitled to rely on the integrity and expertise of persons providing information to the Committee and on the accuracy and completeness of such information.
- 4.2 Management will ensure that all information relevant to the discharge by the Committee of its responsibilities is provided to the Committee. Management will also ensure that matters of material concern that are relevant to the Committee's responsibilities are brought to the attention of the Committee promptly.

5. *Review of Operations*

- 5.1 The Committee shall conduct annually, in line with agreed Board policy and processes, to ensure it is operating at maximum effectiveness:
- an evaluation of the Committee's work and effectiveness with the results and action plan to address any issues raised submitted to the Board; and
 - a review of these Terms of Reference, including performance against the Terms of Reference and recommend any proposed changes to the Board for approval.