



AIB Group plc & Allied Irish Banks, p.l.c.

Matters Reserved for Decision by the Board

While arrangements have been made by the Directors for the management, organisation and administration of the Company's affairs be it through Board Committees or by way of delegated authority to the CEO, the following matters are specifically reserved for decision by the Board:

- the establishment of any sub-committees of the Board and approval of their terms of reference;
- the appointment of the Chair of the Board, Non-Executive and Executive Directors, the Chief Executive Officer ("the CEO") and the Group Company Secretary;
- the endorsement of the appointment of people who may have a material impact on the risk profile of the Company;
- the appointment or removal of Heads of Control Functions;
- setting the company's purpose and values and monitoring alignment between values, culture and strategy;
- setting the culture of the Group ensuring it is effective and that there is a commitment to high standards and values with consumers at the heart of decision-making;
- approval of the Group's strategic, investment and financial plans, including operating and capital budgets.
- approval of major acquisitions and disposals;
- any decision for the Group to deal in its own securities and the treatment of treasury shares;
- approval of the risk objectives for the on-going management of material risks for the Group including, inter alia, liquidity risk to include targets for the liquidity management of the Group, as well as risk appetite limits and designated risk frameworks and policies;
- approval of expenditure in excess of €30 million in accordance with the Board-approved Delegated Expenditure Approval Limits ("DEAL") Policy*;
- approval of the amounts, types and distribution of both internal capital and own funds adequate to cover the risks of the Group
- the provision of any guarantee, indemnity or security by any Group company or a sum exceeding €100m other than as part of a credit transaction which is approved in accordance with the credit approval process;
- approval of financial statements and any significant change in accounting policies;
- approval of the preliminary announcements of interim and full year financial results;
- approval of the statutory Annual Financial Report, Half-Yearly Financial Report and other published financial statements and information of the Company;
- approval of all circulars to shareholders;
- approval of entry into any related party transactions subject to shareholder approval under the applicable Listing Rules;
- approval of all Class 2 transactions under the applicable Listing Rules and any decision to recommend Class 1 transactions to shareholders;

- convening a general meeting to allow shareholders to vote on any matter reserved specifically for shareholder approval, as determined under relevant legislation and / or the Listing Rules;
- approval of dividend policy, the declaration of any interim dividends and any decision to recommend a final dividend to shareholders.

In considering these matters reserved for the Board, it should be noted that, while the Relationship Framework with the Minister for Finance states that the Board retains full responsibility and authority for all of the operations and business of the Group in accordance with its legal and fiduciary duties and has responsibility and authority for ensuring compliance with the regulatory and legal obligations of the Group, certain matters require advanced consultation with or approval from the Minister. The conditions under which such prior consultation or approvals are required are outlined in full in the Relationship Framework, which is available on AIB's website.

**Approved by the Board on 17 November 2022*