



AIB Group plc *(Holding Company)*

Technology and Data Advisory Committee Terms of Reference

Reviewed by the AIB Group plc Technology and Data Advisory Committee on 12 December 2023.
Approved by AIB Group plc Board on 14 December 2023.

- (A) References in this document to “**Board**” mean the Board of Directors of AIB Group plc. References in this document to “**AIB**”, “**the Group**”, or “**the Company**” mean AIB Group plc, Allied Irish Banks, p.l.c. and all of its subsidiary companies combined;
- (B) 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;
- (C) 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 operating as subsidiaries of AIB Bank;
- (D) The Technology and Data Advisory Committee is an Advisory Committee of AIB Group plc;
- (E) “Technology” for the purpose of these Terms of Reference covers all aspects of technology, which for the avoidance of doubt includes all external IT sourcing;
- (F) “Data” for the purpose of these Terms of Reference covers all aspects of data received, collated or held by the Group, which for the avoidance of doubt includes data processed on behalf of the group by third parties; and
- (G) The above definitions apply throughout this document unless the context requires otherwise.



Technology and Data Advisory Committee Terms of Reference

1 Purpose

The Technology and Data Advisory Committee (the “Committee”) is established by the Board of AIB Group plc as an Advisory Committee.

Recognising 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 the Group, the Committee is appointed by the Board to assist in fulfilling its oversight responsibilities by reviewing and challenging the strategy, governance and execution of matters relating to Technology, Data and Cyber.

2 Roles and responsibilities

2.1 To assist the Board with its oversight role, the Committee shall review, challenge and provide advice to the Board on the following:

- a. Technology, Cyber & Data Strategy;
- b. Technology & Data Operating Model Effectiveness; and
- c. Technology & Data Governance.

2.2 To review and assess technology related deliverables for key change projects. In carrying out its duties, the Committee shall provide oversight and constructive challenge to Management and advise the Board on such matters as may be determined by the Committee.

In addition to these responsibilities, the Board may also request the Committee to advise on certain ancillary and related matters from time to time as it deems appropriate.

3 Committee Governance

3.1 Membership

a. Number of Members

The membership of the Committee shall, at all times, comprise at least three Non-Executive Directors and two Senior Executives, one of whom will typically be the Chief Technology Officer.

b. Quorum

The quorum necessary for the transaction of business shall be three, two of whom shall be Non-Executive Directors. 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. A Member's participation in a meeting by video or audio conference shall be regarded as valid for these purposes.

c. Chair

A Non-Executive Director selected by the Board, on the recommendation of the Board's Nomination and Corporate Governance Committee, shall be the Chair of the Committee. In the absence of the Chair from any meeting the remaining Non-Executive Directors present shall elect one of their number to act as chair.

d. Secretary

The Head of Corporate Governance, or their nominee if approved by the Chair of the Committee, shall act as the Secretary of the Committee and attend all meetings.

e. Attendees

The Committee may appoint from time to time, with agreement of the Board, up to two external experts to assist with the deliberations of the Committee. The Committee may appoint advisors on such terms as it deems appropriate to include consideration of quorum and voting rights.

The Head of Technology Strategy & Transformation, the Chief Data & Analytics Officer, the Data Protection Officer, and a representative of the Risk Function shall be permanent attendees. Group Internal Audit will have an open invitation to attend all meetings. Other members of Management of the Group may attend, should they be required to discuss specific agenda items.

In addition, the Chair may invite or require other persons to attend for all or part of any meeting, including the Chair of the UK Technology, Data and Resilience Committee.

3.2 Voting

The Committee shall make recommendations to the Board where relevant, based on its review and consideration of items. It is not a decision-making body, but rather an advisory body and overall responsibility for material technology and data investment and governance decisions will remain with the Board as appropriate.

Notwithstanding that, where the Chair calls upon Members to vote on any issue, decisions will be by way of simple majority. In the event of a split decision, the Chair shall exercise a casting vote.

3.3 Training

The Committee shall be provided with appropriate and timely training and this may form part of the wider Board Continuous Education Programme.

3.4 Authority

The Board authorises the Committee to:

- investigate any matter falling within its terms of reference or undertake or consider on behalf of the Chairman of the Board or the Board such other related tasks or topics as the Chairman of the Board 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 desirable or required;
- call on whatever resources (including external advisory, professional or legal services) and information it considers necessary, at the Company's expense, and the Board directs that all Directors and all employees co-operate with any requests made by the Committee;
- seek any information it requires from any employee of the Group; and
- delegate any of its powers to one or more of its Members or the Secretary of the Committee.

In performing its duties, the Committee shall, to the extent possible and on an ongoing basis, take account of the need to ensure that the Committee's decision making is not dominated by any one individual or small group of individuals in a manner that is detrimental to the interests of the Group.

The Committee shall ensure that due process is complied with and due consideration is given to the Risk Appetite Statement in all deliberations.

3.5 Meetings and Minutes

The Committee shall meet at least four times in every year and additionally as the Chair of the Committee considers necessary or appropriate. The Chair of the Committee or any other Member of the Committee may each request, at any time, that a meeting of the Committee be convened.

The Secretary, at the request of the Chair, shall convene meetings of the Committee. Notice shall be given to each member of the venue, time and date of each meeting. The agenda of items to be considered at each meeting, together with supporting papers, will normally be furnished to each member in advance of the meeting.

The Secretary shall minute the proceedings of all Committee meetings including, recording the names of those present and in attendance. 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 if appropriate, approval.

3.6 Reporting

The Committee shall ensure the Board is informed promptly of all matters of material concern to the Committee. The Chair will report formally on the key aspects of the proceedings of the Committee and its recommendations to the subsequent full meeting of the Board. The minutes of the Committee will be circulated to the next Board meeting for noting and may be circulated in draft format once approved by the Chair.

The Committee shall work and liaise as necessary with all other Committees of the Board. Where there is a perceived overlap of responsibilities between Committees, the respective Committee Chairs shall have the discretion to agree the most appropriate Committee to fulfil any obligation.

3.7 Responsibility of Management

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.

Management will ensure that all information relevant to the discharge by the Committee of its responsibilities is provided to the Committee in a timely manner. 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.

3.8 Review of Operations

The Committee shall conduct a review of its effectiveness and Terms of Reference annually and make recommendations to the Board for changes where it deems them appropriate.