

The Governor and Company of the Bank of Ireland

Bank of Ireland Board Diversity Policy

Purpose and Objectives

The Board Diversity Policy (‘the Policy’) sets out the approach to diversity on the Court of The Governor and Company of the Bank of Ireland (‘the Board’). The objectives of this Policy are to:

- Provide the basis for improving the quality of decision-making by reducing the risk of group think;
- ensure the Board includes different perspectives in order to provide effective oversight to guide the business to achieve its strategic aims.

Scope of Application

The Policy applies to the Board. It does not apply to diversity in relation to employees of the Bank of Ireland Group.

Policy Statement

Bank of Ireland recognises the benefits of having a diverse Board and sees increasing diversity at Board level as an important element in maintaining a competitive advantage. A diverse Board includes and makes good use of differences in the skills (in particular those skills identified as relevant to the business of the Group, including financial services (incorporating retail, corporate and insurance sector experience), strategy development, finance, risk management, business experience, economics, corporate finance, human resources, customer relations, credit and IT skills), regional and industry experience, social and ethnic background, educational and professional background, nationality, gender, age, cognitive and personal attributes, inclusive mindsets and other qualities of directors. These differences are considered in determining the optimum composition of the Board and when possible should be balanced appropriately. All Board appointments are made on merit, in the context of the skills and experience the Board as a whole requires to be effective.

The Court Nomination and Governance Committee (‘the Committee’) reviews and assesses Board composition on behalf of the Board and recommends the appointment of new directors by assessing the experience, competencies and skills of current Board members and of the Board as a whole, including its diversity of membership, in order to identify the desired set of expertise and experience that will enhance the composition of the Board and maintain the essential skills through succession planning.

The Committee also oversees the conduct of the annual review of Board effectiveness.

- In reviewing Board composition, the Committee will consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to maintain an appropriate range and balance of skills, experience and background on the Board.
- In identifying suitable candidates for appointment to the Board, the Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board.

As part of the annual performance evaluation of the effectiveness of the Board, Board Committees and individual directors, the Committee will consider the balance of skills, experience, independence and knowledge of Bank of Ireland Group on the Board and the diversity representation of the Board.

Measurable Objectives

The Committee will discuss and agree annually all measurable objectives for achieving diversity on the Board and recommend them to the Board for adoption. At any given time, the Board may seek to improve one or more aspects of its diversity and measure progress accordingly.

The Board's target is to achieve and maintain a minimum of 33% female representation on the Board by the end of 2020. Bank of Ireland Group plc is committed to having a diverse board, to achieving the targets set in this regard and to ensuring an open and fair recruitment process.

When setting diversity objectives, the Committee will consider diversity benchmarking results published by competent authorities, the EBA or other relevant international bodies or organisations.

Monitoring and Reporting

The Committee will report annually, in the corporate governance section of the Bank of Ireland Annual Report, on the process it has used in relation to Board appointments. The report will include a summary of this Policy and (if applicable), the measurable objectives set for implementing the Policy and progress made towards achieving those objectives.

Review of the Policy

The Committee will review the Policy annually, which will include an assessment of the effectiveness of the Policy. The Committee will discuss any revisions that may be required and recommend any such revisions to the Board for approval.

This policy was approved by the Court of Directors of The Governor and Company of the Bank of Ireland on the 19 September 2018