

Ulster Bank Ireland DAC

Compliance with the Capital Requirements Directives Governance Disclosures

The Capital Requirements Directives have been implemented in the Republic of Ireland by way of SI158 European Union (Capital Requirements) Regulations 2014 as amended (“SI158”).

Ulster Bank Ireland DAC (UBIDAC) is a member of NatWest Group plc (NWG). In February 2021, NWG announced their decision for UBIDAC to commence a phased withdrawal from the Republic of Ireland.

In line with Regulation 2) of SI158, this document explains how UBIDAC complies with Regulations 76 – 83 of SI158.

Regulation 81 (Institutions that benefit from government intervention) does not apply to UBIDAC.

1. Governance

The management body (the Board)

Regulation 76 and 79 of SI158 sets out the requirements for the management body including its role, its Chair, its members, induction and training of members, the number of directorships an individual director may hold and arrangements for loans to its members, and their related parties.

The Board is the main decision-making forum for UBIDAC. It has overall responsibility for management of the business and affairs of the company, the phased withdrawal strategy and the allocation and raising of capital and is accountable to its shareholders for financial and operational performance. The Board considers strategic issues and ensures the company manages risk effectively through approving and monitoring the company’s risk appetite, considering stress scenarios and agreed mitigants and identifying strategic threats to business operations.

The Board is responsible for ensuring the integrity of financial information and reporting, to maintain a robust accounting function, financial reporting framework and policies, to ensure the maintenance of adequate accounting and other records and systems of planning and internal control.

Members of the Board are committed to observing high standards of corporate governance, integrity and professionalism. The Board is collectively responsible for executing the withdrawal strategy of UBIDAC. The Board provides leadership of UBIDAC within a framework of prudent and effective controls which enables risk to be assessed and managed. The Board’s terms of reference includes key aspects of the company’s affairs reserved for the Board’s decision and are reviewed at least annually.

There are a number of instances where the Board has delegated responsibility for certain matters to management. With the exception of matters reserved for the Board, day to day responsibility for the operation of the Bank is delegated to the CEO and the UBIDAC Executive Committee (or “ExCo”) in accordance with the ExCo Terms of Reference. ExCo is required to update the Board at regular intervals and / or at the request of the Board on all operational and day to day activities. Decision-making authority regarding Wholesale and Retail Credit are delegated to the Director of Risk. Notwithstanding these delegated authorities the Board acknowledges that it remains accountable for all delegated functions.

The role of Chair is distinct and separate from that of the Chief Executive Officer (“CEO”), with the Chair leading the Board and the CEO managing the company’s business day to day. The Chair’s key responsibilities are to ensure the Board: is structured effectively; observes the highest standards of integrity and corporate governance; and sets the tone from the top in terms of culture. The Chair is responsible for leading a Board with an appropriate balance of skills and experience; considering succession planning; and

fostering open and inclusive discussions at each Board / Board Committee meeting in order to challenge executives, where appropriate. The Chair ensures that the performance of individual directors and of the Board as a whole is evaluated regularly and that the company maintains effective communication with shareholders and other stakeholders.

The CEO’s key responsibilities are to: exercise executive accountability for the relevant businesses; drive and deliver the strategy approved by the relevant Board and NWG; and drive performance against financial plans. The CEO consults regularly with the Board Chair and Board on matters which may have a material

Ulster Bank Ireland DAC

Compliance with the Capital Requirements Directives Governance Disclosures

impact on the company and drives the culture and values of the company, creating an environment where employees are engaged and committed to good customer outcomes. Additional responsibilities include leading, managing and developing the company's senior leadership team and ensuring it has effective frameworks and structures to identify, assess and mitigate risks.

The independent and group non-executive directors combine broad business and commercial experience with independent and objective judgement and they provide independent challenge to the executive directors and the leadership team.

The Board is structured to ensure that the directors provide UBIDAC with the appropriate balance of skills, experience and knowledge as well as independence. The balance between independent and group non-executive and executive directors enables the Board to provide clear and effective leadership across UBIDAC's business activities. UBIDAC also has a comprehensive formal induction programme for new directors that includes induction meetings with the major divisions, directors and senior management. The Board ensure adequate induction training is provided for new appointees, on-going training is given to existing Board members and training is updated as necessary.

On appointment, each director is provided with guidelines for referring conflicts of interest to the Board. UBIDAC has procedures in place to ensure that the Board's management of conflicts of interest and its powers for authorising certain conflicts are operating effectively.

Independent and group non-executive directors must confirm they are able to allocate sufficient time to meet the expectations of the role as part of their appointment with UBIDAC. Directors have been briefed on the limits on the number of other directorships that they can hold under the requirements of the Central Bank of Ireland Corporate Governance Requirements for Credit Institutions 2015 and of CRD V. Each director is required to seek the approval of the UBIDAC Board before accepting additional commitments that might impact the time the director is able to devote to his or her role as an independent or group non-executive director of UBIDAC. The Board monitors the other commitments of the Chair and directors and is satisfied that they are able to allocate sufficient time to enable them to discharge their duties and responsibilities effectively.

UBIDAC maintains a register of all relevant lending by it to members of the UBIDAC Board, senior management and their related parties as defined by 76(9) of S1158. The information documented in this register is available to the Central Bank of Ireland upon request, in accordance with Regulation 76(7) of S1158.

The Board is responsible for ensuring sufficient oversight of the process of communicating with external stakeholders and competent authorities including circulars and press releases. The Board considers and, as appropriate, approves material regulatory submissions.

Role of the UBIDAC Nominations Committee (UBIDAC NomCo)

Regulation 76 and 79 of S1158 sets out the Governance arrangements of the management body including the requirement for a nominations committee including its membership, resources, need for appropriate funding and activities.

The UBIDAC NomCo is comprised of the Committee Chair, an Independent Non-Executive Director ("INED"), and at least three members who are all Non-Executive Directors with a majority of Independent Non-Executive Directors ("INEDs"). The Committee is required to have adequate collective knowledge, expertise and experience relating to the business of UBIDAC to be able to assess the appropriate composition of the Board, including recommending candidates for Board vacancies.

Ulster Bank Ireland DAC

Compliance with the Capital Requirements Directives Governance Disclosures

The UBIDAC NomCo is responsible for:

- Recommending suitable individuals to the UBIDAC Board in respect of appointments to the UBIDAC Board, Board Committees, Executive Committee and Senior Management (including Material Risk Takers and Pre-Approved Control Functions).
- Reviewing the structure, size and composition of the Board and making recommendations to the Board on any necessary changes, having regard to the overall balance of skills, knowledge, experience and diversity on the Board;
- Considering and making recommendations in respect of membership of Board, Committees and succession planning for the Board and Board committees.
- Reviewing and, recommending to UBIDAC Board, requests from the Board Directors to take up additional external directorships.
- Preparing a description of the role, responsibilities and capabilities required for UBIDAC Board appointments, following an evaluation of the balance of skills, knowledge, time required and experience, objectives of the Boardroom Inclusion Policy and taking into consideration the Board appointment process including suitability, diversity, Board composition and membership, succession planning, role profiles, letters of appointment and regulatory approvals required; and
- Ensuring that the Board is not dominated by any one individual or small group of individuals in a manner that is detrimental to the interests of UBIDAC, when considering the roles and responsibilities of Board Directors, Board Committee Members and Senior Management.

The Nominations Committee engages with external consultants, considers potential candidates and recommends appointments of new directors to the Board.

UBIDAC has a Boardroom Inclusion Policy which reflects the most recent industry targets and is aligned to the NWG Inclusion Policy and principles applying to the wider Group. This provides a framework to ensure that the Board attracts, motivates and retains the best talent and avoids limiting potential caused by bias, prejudice or discrimination. The Boardroom Inclusion Policy contains a number of measurable objectives, targets and ambitions reflecting the Board's ongoing commitment to inclusion progress.

UBIDAC understands the importance of diversity and being an inclusive organisation and, as part of this, recognises the importance of having a greater representation of women on the Board, the ExCo and within the material risk taker population. The search for candidates for Board vacancies will continue to be conducted, and nominations/appointments made, with due regard to the benefits of diversity on the Board. However, all appointments are ultimately based on merit, measured against objective criteria, and the skills and experience the individual can bring to the Board and with regard to EBA guidelines and any code setting out standards of fitness and probity issued by the Central Bank of Ireland under section 50 of the Central Bank Reform Act 2010.

The Board is compliant with its diversity target of 33% female balance on the Board. This target is aligned to the target as set by the Hampton-Alexander Review of FTSE 100 Women Leaders (February 2021). The Boardroom Inclusion Policy can be accessed [here](#).

The balance of skills, experience, independence, knowledge and diversity on the Board, and how the Board operates together as a unit is reviewed annually as part of the Board evaluation.

Removal of a Board Member

Upon receipt of a Notice from the Central Bank of Ireland proposing to remove a Board Member ("Removal Notice"), arrangements will be made, without delay, to provide a copy to the individual Board Member concerned (if practical to do so) and confirm to the Central Bank of Ireland that it has done so.

In the event of a Removal Notice being issued, the individual concerned shall stand aside from the UBIDAC Board for the effective period of the Removal Notice.

Ulster Bank Ireland DAC

Compliance with the Capital Requirements Directives Governance Disclosures

2. Remuneration

Regulations 80 and 82-83 of SI158 requires firms to explain on their website how they comply with the Remuneration Code

Remuneration policy

As a fully owned subsidiary of NWG, the UBIDAC remuneration policy is in line with the NWG's Group-wide Remuneration Policy Principles ("the remuneration policy"). These are aligned to regulatory requirements and comply with the remuneration rules which are applicable based on the size, nature, scope and complexity of our activities. The requirements are applied at group, parent undertaking and subsidiary undertaking levels, including UBIDAC. The NWG Performance and Remuneration Committee ("Group RemCo") reviews and approves the remuneration policy on an annual basis. The UBIDAC Performance and Remuneration Committee (UBIDAC RemCo) reviews and provides input in advance of Group RemCo and formally adopts the remuneration policy following approval by Group RemCo. An assessment of the implementation of the remuneration policy also takes place on an annual basis.

The remuneration policy is consistent with and promotes sound and effective risk management. It is aligned to the business strategy, objectives, values and long-term interests of the organisation as evidenced by our remuneration arrangements, our chosen performance metrics and effective risk management in line with UBIDAC's risk appetite.

UBIDAC has a Managing Conflicts, Inside Information and Personal Account Dealing Policy which aims to maintain and operate effective organisational and administrative arrangements which identify and manage conflicts of interest. In addition, UBIDAC's Corporate Governance Policy sets out how UBIDAC Board Members should address potential conflicts of interest.

There are systems for capturing performance management goals, performance discussions and decisions. The performance management policy and process are documented on our internal website for all employees to access and training, support calls and documentation are provided throughout the year.

Remuneration structure

UBIDAC's approach to remuneration and remuneration policies promotes effective risk management through a clear distinction between fixed remuneration (base salary, allowances, benefits and employer pension contributions) which reflects the role undertaken by an individual; and variable remuneration (bonus) which is reflective of performance and can be risk-adjusted.

Fixed pay is set using pre-determined criteria and primarily reflects an employee's professional experience, organisational and role responsibilities, and geographic location. It is set at an appropriate level which is sufficient that the employee should not be reliant on variable pay and therefore is not incentivised to take excessive risks and should be sufficient to allow the possibility of paying no variable remuneration in any given year. Fixed pay cannot be reduced, suspended or cancelled by UBIDAC. Whilst fixed pay progression can be linked to performance, the entitlement to fixed pay does not depend on performance and therefore fixed pay does not incentivise risk taking.

Variable pay is offered to our more senior colleagues as it is considered appropriate for them to have some pay at risk. Variable pay must be linked to NWG, UBIDAC and individual performance and is subject to deferral, malus and clawback adjustment in order to meet regulatory requirements. It promotes a culture where colleagues are rewarded for long-term and sustained business performance, whilst demonstrating sound and effective risk management and avoiding excessive risk taking. Performance is measured across a balanced scorecard of financial and non-financial objectives aligned with purpose-led strategic priorities. The scorecard includes measures related to financial and business delivery, customer, people and culture, climate and risk and control. There are targets to help build colleagues' capability, strengthen our culture and build a diverse workforce, including increasing the gender and ethnic representation in leadership roles. Performance is assessed against a combination of short-term and longer-term targets, taking into account both what has been achieved and how it has been achieved. Critical People Capabilities are used to provide a consistent Group-wide behavioral measure. The remuneration policy includes the

Ulster Bank Ireland DAC

Compliance with the Capital Requirements Directives Governance Disclosures

flexibility to pay no variable remuneration if this is not supported by the achievement of individual and business performance measures.

Depending on the amount of the variable remuneration and the role of the recipient deferral for awards granted is applied over a period of not less than four to five years. During this time unvested awards remain at risk of forfeiture through malus adjustment. Remuneration payable under deferral arrangements shall vest no faster than on a pro-rata basis. Clawback provisions also apply to vested awards in line with regulatory requirements. An accountability review process is operated which allows UBIDAC to respond where new information would change variable pay decisions and the range of circumstances under which malus and clawback will be considered are described in the internal malus and clawback policy.

Unless an exemption is applied under regulatory derogations, at least 50% of any variable remuneration for Material Risk Takers is delivered in shares with the shares subject to an appropriate retention period after vesting. The payment of variable remuneration does not limit our ability to maintain or strengthen our capital base. Variable pay proposals are reviewed against our capital adequacy framework to ensure that regulatory requirements are met. No variable remuneration is provided to non-executive directors so that they can maintain appropriate independence. Guaranteed awards are only used in exceptional circumstances to compensate new hires for awards foregone from their previous employer and are limited to the first year of service. Such awards are subject to NWG wide policies on deferral, retention, malus and clawback. The policy for buy-out awards and early termination payments is in line with regulatory requirements. UBIDAC does not actively provide discretionary pension benefits outside legacy Defined Benefit pension plans and does not allow variable pay that would have otherwise been subject to deferral to be taken in pension form.

The Personal Account Dealing policy prohibits the use of any personal hedging strategies or remuneration-related or liability-related contracts of insurance, designed to lessen the impact of a reduction in value of variable pay awards. This condition is confirmed in participant award documentation and any breach may result in the award being cancelled. Material Risk Takers must expressly accept this term as a condition of

grant. UBIDAC does not pay variable remuneration through vehicles or methods that facilitate the non-compliance with the requirements of Article 94(1)(q) of CRD IV or EU Regulation no.575/2013.

UBIDAC recognises that remuneration structures from 2014 onwards need to comply with the remuneration requirements of CRD V, including the cap which limits the maximum ratio of variable to fixed remuneration. UBIDAC, consistent with the approach by NWG, applies a 1:1 ratio (of variable to fixed remuneration) for Material Risk Takers. To date neither UBIDAC nor NWG has not sought approval from shareholders for the possible higher ratio of 2:1 (of variable to fixed remuneration). Any such approval shall be carried out in accordance with Reg 82(2) SI158. The level of variable remuneration can be calculated in line with EBA guidelines, including any available discount for long-term deferral.

UBIDAC Performance and Remuneration Committee (RemCo)

The UBIDAC RemCo was established in October 2014 in accordance with Article 95 of Directive 2013/36/EU (CRD IV) as implemented in the Republic of Ireland by way of Statutory Instrument 158, paragraph 83. The Chair and members of the UBIDAC RemCo are all independent non-executive directors of UBIDAC.

The RemCo is responsible for

- Ensuring the incentive structure created by the remuneration arrangements promotes good performance, conveys acceptable risk-taking behaviour and reinforces UBIDAC's operating and risk culture consistent with UBIDAC's risk appetite taking into account the long-term interests of shareholders (including those of NWG as the ultimate parent company), investors and other stakeholders in the institution and the public interest;
- Overseeing the establishment and management's implementation of the remuneration policy, which is designed to support the long-term business strategy and values of UBIDAC as well as

Ulster Bank Ireland DAC

Compliance with the Capital Requirements Directives Governance Disclosures

promote effective risk management and comply with applicable legal and regulatory requirements;

- Reviewing and adopting the remuneration policy for the UBIDAC business on an annual basis, reviewing the policy and ensuring it meets regulatory requirements;
- Considering business strategy, objectives, values, liquidity, capital levels, the incentive structure created and the long-term interests of UBIDAC, as well as the need to promote effective risk management, avoid conflicts of interest and adhere to best practice. In particular, the Committee will seek to ensure the remuneration policy and practices do not promote excessive risk taking;
- Reviewing and recommending, or where appropriate ratifying, performance measures, performance assessment and the remuneration arrangements of senior officers in the risk management and compliance functions, the Executive Directors and ExCo members, including Chief Executive Officer, Chief Financial Officer, Chief Risk Officer, Director of Compliance and Head of Internal Audit, as well as any other employees deemed to be senior management or Pre-Approved Control Functions (“PCFs”) within UBIDAC. As part of the review, RemCo will determine whether an appropriate level of risk management and performance adjustment has been applied through consultation and receipt of advice from the senior Board Committees of NWG and UBIDAC; and the UBIDAC and NWG Control Functions, as it considers necessary or appropriate;
- Reviewing and recommending remuneration arrangements for UBIDAC high earners;
- Overseeing the remuneration framework for other Material Risk Takers within UBIDAC;
- Reviewing the annual bonus pool proposals for UBIDAC, to ensure that they are appropriately performance and risk adjusted, are congruent with UBIDAC’s financial performance and meet UBIDAC’s capital adequacy and liquidity requirements;
- Ensuring that for employees in control functions, remuneration should be determined independently and performance measures should be based on the achievement of their own objectives so as not to compromise their independence;
- Retaining oversight of pay considerations across the broader UBIDAC employee population; and
- Reviewing any UBIDAC compensation disclosures and any submissions to regulators in relation to compensation.

The terms of reference of UBIDAC RemCo are reviewed at least annually and approved by the UBIDAC Board. Further details on the remuneration policy can be found in the [2021 Annual Report and Accounts](#)

3. Reporting

Country-by-country reporting

Regulation 77 of SI158 relates to country-by-country reporting.

UBIDAC meets its requirements under this article for the reporting period ended 31 December 2021. The list of subsidiaries and the income/profit/tax/subsidies/headcount by country disclosure is available [here](#).

Public disclosure of return on assets

Regulation 78 of SI158 requires disclosure in a firm’s annual report and accounts of its return on assets.

Details of return on average total assets for UBIDAC can be found on page 6 of the 2021 UBIDAC statutory accounts within the [Director’s Report](#)