Permanent TSB Group Holdings plc

Terms of Reference

Board Risk & Compliance Committee

29 July 2026

Board Risk & Compliance Committee Terms of Reference

1. Authority	The Board Risk and Compliance Committee (the "Committee") is a committee of Permanent TSB Group Holdings (the "Company") established in accordance with section 83 of the Company's Articles of Association (power to delegate) with authority to operate Rand make decisions in accordance with the terms of reference set out below.
2. Overview	2.1 The purpose of the Committee is to ensure that the risk and compliance frameworks, policies, practices, and decisions of the Company are carried out appropriately and are properly aligned to Company strategy and the interests of its shareholders while operating within applicable regulatory and legal requirements. 2.2 In meeting this purpose, the Committee will consider in particular: 2.2.1 The Company's Purpose, Ambition and values and the long-term sustainable interests of the Company; 2.2.2 The Company's attitude to and appetite for risk; 2.2.3 The relevant regulatory requirements within which the Company and its subsidiaries operates, including the Central Bank of Ireland ("CBI") Corporate Governance Requirements for Credit Institutions, the Capital Requirements Directive IV ("CRD IV") as transposed into Irish law, European Banking Authority Guidelines, the Irish Corporate Governance Code and the Central Bank (Individual Accountability Framework) Act, as well as other relevant regulation and legislation; 2.2.4 The wider interests of stakeholders other than shareholders; and 2.2.5 The requirement to safeguard the independence of the Group Risk and Regulatory Compliance functions.

	2.3 The Committee has responsibility for oversight and for providing advice to the Board, in relation to the consolidated Bank and its subsidiaries, on risk governance, current and future risk exposures, risk tolerance/appetite and strategy, taking into account all other relevant risks, and for overseeing the implementation of that strategy by Senior management. This includes strategy for capital and liquidity management, the setting of risk and regulatory compliance and conduct policies and principles and the embedding and maintenance throughout the Company of a supportive culture in relation to the management of risk and compliance; 2.4 In providing advice to the Board, the Committee takes account of the Board's overall risk appetite, the current financial position of the Company and, drawing on the work of the Board Audit Committee and the external auditor, the capacity of the Company to manage and control risks within the agreed strategy; and 2.5 The Committee supports the Board in carrying out its responsibilities of ensuring that risks are properly identified, assessed, mitigated, monitored, and reported, and that the Company is operating in line with its approved Risk Appetite. The Committee oversees the Risk and Compliance functions, which is managed on a day-to-day basis by the Chief Risk Officer.
3. Responsibilities	3.1 Specific roles and responsibilities of the Committee are set out below: 3.2 Risk Profile 3.2.1 To review, and make recommendations to the Board on the Company's risk profile, both current and emerging, encompassing all relevant risk categories as described in the Enterprise Risk Management Framework; 3.2.2 To review, and make recommendations to the Board in relation to the Bank's Risk Appetite Statement, Resolution Plan and Recovery Plan; 3.2.3 To support the Board in ensuring that strategic decisions take into account resolution-related interconnections impacting resolvability;

	3.2.4 To oversee the achievement of the resolution objectives and the operationalisation of the Bank's resolution strategy; 3.2.5 To monitor and escalate positions outside Risk Appetite to the Board, within agreed timeframes and to recommend approval of proposed Remediation Plans to the Board aimed at restoring the Company's risk profile to within the approved Risk Appetite; 3.2.6 To review and recommend approval to the Board, the Internal Control Framework; 3.2.7 To review and approve the Enterprise Risk Management Framework; 3.2.8 To review and approve or recommend to the Board, any other frameworks, and policies in accordance with the Document Management Flightpath Repository; 3.2.9 To communicate all issues of material reputational and operational risk to the Company directly to the Board, whether 'in-cycle' or 'out-of-cycle', as notified to the Committee directly via the Chief Risk Officer ("CRO"); 3.2.10 To review periodically the implementation of risk and regulatory compliance and conduct related policies, strategies, frameworks, etc. Depending on the materiality of the change, deeper and more frequent reviews should be considered; 3.2.11 To review any changes to the risk strategy resulting from, changes in the business model, market developments or recommendations made by the risk management function; 3.2.12 To review and provide independent challenge on risk management reports;

	3.2.13 To monitor and review the output of internal ratings and default and loss estimates; 3.2.14 To assess the impact of Climate Risk and Environmental Risk (including the financial risks) on the Bank's overall Risk Profile; and 3.2.15 To advise the Board on the appointment of external consultants the Board may consider engaging for the provision of advice or support directly to the Board. 3.3 Capital and Liquidity Adequacy 3.3.1 To make recommendations to the Board on the adequacy of capital and liquidity in the context of the Company's current and planned activities, including in relation to strategic transactions including proposed mergers, acquisitions, or disposals; 3.3.2 To review, and make recommendations to the Board on, the Company's Internal Capital and Liquidity Adequacy Assessments, including stress testing (via outputs from ICAAP and ILAAP); 3.3.3 To review and approve Policies and Frameworks in relation to Liquidity and Funding, and the Contingency Funding Plan; 3.3.4 To oversee alignment between the Bank's business model and risk strategy and all material financial products and services offered to customers; and 3.3.5 To assess the risk associated with financial products and services offered to customers and take into account the alignment between the prices assigned to and the profits gained from those products and services. The Committee should take appropriate action were necessary. 3.4 Credit Risk

	3.4.1 To review and approve Credit Risk Management Framework and approve any changes or exemptions to Credit Policy Boundaries therein. 3.4.2 To review and approve any chapters of Credit Policy not delegated to Group Risk Committee under the Credit Risk Management Framework; 3.4.3 To approve all material aspects of the Credit and Capital model rating and estimation processes; 3.4.4 To review and approve the annual Model Risk Plan (and subsequent changes thereto) and thereafter monitor its implementation; and 3.4.5 To act as the Related Party Lending Committee as required under the Central Bank of Ireland Code on Lending to Related Parties and their connected persons. 3.5 Chief Risk Officer and Head of Regulatory Compliance and Conduct Risk 3.5.1 To review and monitor the performance, effectiveness and independence of the Risk Function and the Chief Risk Officer. The independence of the Chief Risk Officer is established and maintained through unfettered access and reporting to the Committee , its Chairperson and to the Board; 3.5.2 To review and monitor the performance, effectiveness and independence of the Compliance function and the Head of Regulatory Compliance and Conduct Risk. 3.5.3 To review the performance assessment of the Chief Risk Officer prepared by the Chief Executive Officer. 3.5.4 To review the performance assessment of the Head of Compliance prepared by the Chief Risk Officer.

3.5.5 The independence of the Head of Compliance is established and maintained through unfettered access and reporting to the Committee, its Chairperson and to the Board;

3.5.6 To formally meet with the Chief Risk Officer and Head of Compliance separately at least once a year without management being present to discuss key risks including any developments that may be inconsistent with the Bank's risk appetite/tolerance and strategy and whether the resources allocated to the functions are adequate; and

3.5.7 To liaise regularly with the Chief Risk Officer to ensure the development and on-going maintenance of an effective risk management system within the bank that is effective and proportionate to the nature, scale, and complexity of the risks inherent in the business.

3.6 AML/CFT/FS

3.6.1 To oversee the Bank's approach to complying effectively with its legal and regulatory obligations on Anti-Money Laundering ("AML"), Countering the Financing of Terrorism and Financial Sanctions ("CFT/FS"), including through review and approval of the Bank's AML/CFT Framework, Risk Assessments and AML Risk Appetite, and through oversight of the implementation and effective application of AML/CFT/FS systems, controls and remediation actions.

3.6.2 To review and, where appropriate, challenge AML/CFT/FS papers and reports presented to the Committee by management and/or the MLRO, receive and review regular reports from the Money Laundering Reporting Officer ("MLRO"), and report to the Board on material AML/CFT/FS oversight matters requiring Board attention.

3.7 Other Governance

3.7.1 To provide advice to the Remuneration Committee on the design of senior executive incentive schemes to include input on the weighting to be applied

	to risk related performance objectives for Executive Committee members (including the Chief Executive Officer). 3.7.2 To work with Remuneration Committee to ensure that the remuneration policy is consistent with, and promotes sound and effective risk management including through the review of any variable remuneration schemes to ensure that any such schemes consider the Bank's risk, capital, liquidity and the likelihood and timing of earnings; 3.7.3 Through the Chair, to consult with the Nomination, Culture and Ethics Committee on the appointment/removal of the Group CRO and Head of Regulatory Compliance & Conduct Risk; 3.7.4 To provide proposals to the Remuneration Committee on the interpretation and definitions for 'Material Risk Takers' to be used by the Company based on the recommendation of the Chief Risk Officer; 3.7.5 To review legal and other statutory obligations of the Company as required; 3.7.6 To report to the Board, identifying any matters in respect of which it considers that action or improvement is needed, and making recommendations as to the steps to be taken; 3.7.7 To review the effectiveness of the Internal Control and Risk Management Systems and Framework (covering all material controls including financial, operational reporting and compliance controls) at least annually; 3.7.8 To promote a sound Risk Culture across the Bank, which consistently supports appropriate risk awareness, behaviours and judgements about risk-taking and ensures that emerging risks or risk-taking activities beyond the Bank's risk appetite are recognised, assessed, escalated and addressed in a timely manner and consider the impact of the risk culture on the financial stability, risk profile and robust governance of the Bank;

	3.7.9 To review the Data Protection Officer annual report o; 3.7.10 To review and approve the annual Compliance Monitoring & Assurance Plan (and subsequent changes thereto) and thereafter monitor its implementation; 3.7.11 To review the Committee's Terms of Reference on an annual basis and recommend any changes considered necessary to the Board; and 3.7.12 To carry out such other tasks as the Board may assign to it.
4. Interaction with Other Committees or Forums	4.1 The Committee and the Board Remuneration Committee will have at least one common member; 4.2 The Committee and the Board Audit Committee (BAC) will have at least two common members; the Chair of BRCC will be a member of BAC and vice versa; 4.3 BAC has primary responsibility for monitoring the effectiveness of the Bank's internal control environment. In executing this responsibility, BAC may rely on work carried out by BRCC (and vice versa). The Chairpersons of BRCC and BAC may, from time to time, agree matters of mutual interest or oversight to be reviewed by their respective committees to ensure that, on behalf of the Board, there is holistic oversight of the Bank's systems of risk management, compliance and internal control. The BRCC and BAC will have a minimum of two joint meetings per annum to consider matters of mutual interest.
5. Membership	5.1 The Committee shall have a minimum of three and ideally four/five non-executive directors with an appropriate mix of skills and experience, the majority of which are considered by the Board to be independent; 5.2 The Board may also appoint additional Non-Executive Directors to the Committee as it considers appropriate to ensure that the Committee collectively has the relevant knowledge, expertise, and experience to execute its responsibilities under this Terms of Reference; and

	5.3 The Committee as a whole shall have relevant risk expertise to serve as a source of enhancement to its risk governance responsibilities.
6. Regular Attendees	6.1 Attendance at Committee meetings by persons other than the members of the Committee shall be managed and the committee shall operate at all times in a manner consistent with ensuring its independence; 6.2 The Chief Executive Officer, Chief Financial Officer, Chief Credit Officer and any other individual the Committee wishes, may be invited to attend meetings of the Committee at the request of the Chairperson of the Committee. Based on the items of business under consideration, the Chairperson of the Committee may ask any invited attendee to step out of the meeting for some or all items on the agenda; and 6.3 The Heads of Control Functions will be required to attend regularly, including the Chief Risk Officer, Head of Regulatory Compliance & Conduct Risk and Head of Internal Audit.
7. Chairperson	7.1 The Chairperson of the Committee will be an independent non-executive Director and is appointed by the Board. The Chairperson of the Committee will have relevant risk expertise; and 7.2 The Chairperson shall chair meetings of the Committee, lead, and oversee the Committee's performance; 7.3 Where the Chairperson of the Committee is unable to attend, the remaining members present shall elect one of their number to chair that particular meeting, and perform such functions as would be expected of the Chairperson of the Committee; 7.4 The Chairperson of the Committee will not Chair the Board Audit Committee;

	7.5 The Committee Chairperson shall, where relevant, seek regular engagement with shareholders to understand their views on significant matters.
8. Interaction with Board Manual	While this Terms of Reference sets out the Board delegated responsibilities of the Committee, they are additionally supported/complimented by Section 12 of the Board Manual which provides supplemental detail on the individual documents/issues that are required to be submitted to the Committee for Discussion, Noting, Recommendation (to the Board or other Board Committee) or Approval.
9. Quorum and Decision Making	9.1 The quorum for meetings of the Committee will be three members (to include the Chairperson of the Committee); 9.2 The Committee will endeavour to make its decisions through achieving consensus amongst its members following constructive review and challenge. Any member of the Committee may call for a vote on any matter that is before the Committee and any dissention or negative vote will be recorded in the minutes and subsequently notified to the Board by the Committee Chairperson; and 9.3 Where a vote is held, each member of the Committee has one equal vote. Decisions of the Committee shall be made by a majority of votes cast in person at the meeting. No votes can be cast on behalf of another Committee member who is absent from the meeting. In the case of equality of votes, the Chairperson of the Committee (or, in their absence, the Chairperson of the meeting) shall have a second or casting vote.
10. Meeting Procedures	10.1 The Chairperson shall ensure that the Committee meets with sufficient notice and frequency. Committee meetings should be scheduled to facilitate timely and considered reporting of the Committee's activities to the Board; 10.2 Meetings of the Committee shall be called by the Company Secretary at the request of the Chairman of the Committee;

	10.3 For the Committee(s) of which they are a member, members should attend each committee meeting in person wherever possible. However, due to the location of some directors, physical presence may not always be possible, in which case videoconferencing or teleconferencing is permissible; 10.4 The Committee will work, at minimum, to a forward-looking calendar as agreed by the Chairman of the Committee with input from the Chief Risk Officer; 10.5 Unless otherwise agreed by the Chair of the Committee, Agendas and all relevant material for the meeting shall be uploaded to the Board Portal at least five business days in advance of the meeting date; 10.6 The members of the Committee will meet in private session at the beginning and/or end of scheduled Committee meetings;
11. Advice/Training/ Information and Data	11.1 The Committee is entitled to both internal and external advice which is independent of advice provided by or to management and it may also select and appoint external consultants to advise the Committee or Board. Aggregate annual expenditure on advisors exceeding €400,000 or any expenditure exceeding €200,000 per individual party, must be approved in advance by the Board; 11.2 The Committee will be provided with appropriate training to ensure that it is able to fulfil its purpose and functions, both when new members are appointed and on an on-going basis for all members. The Committee shall decide on the nature of such training, and work with the Chief Risk Officer, and where appropriate, the Head of Internal Audit, HR, and Regulatory Compliance & Conduct Risk, to source it in a timely and cost-effective manner; 11.3 The Committee will have access to all Company information and data that it may require to perform its duties, including information and data from relevant corporate and control functions and other competent internal functions, where necessary;

	11.4 The Committee shall periodically review and decide on the content, format, and frequency of the information, including information on risk, to be reported to them; and
12. Board Reporting	12.1 The Chairperson of the Committee will provide a written or verbal report to the next scheduled meeting of the Board on any pertinent issues that should be brought to its attention including any decisions the Committee is recommending to the Board for approval. A copy of the Committee minutes will be shared with the Board once approved by the Committee; and 12.2 The Chairperson of the Committee will be available to answer questions that relate to the remit of the Committee at the annual general meeting of the Company.