

**CONFLICTS
OF
INTEREST
STATEMENT**

AIB Group plc
August 2023

INTRODUCTION

A 'Conflict of Interest' is a situation that may happen when there is a difference (actual, potential or perceived) between the interests of two or more parties (whether directly or indirectly involved) in any situation. It is the result of any activities, interests, or relationships (past, present or future) that interfere with (or appears to interfere with) the ability of all agents, suppliers, contractors, consultants, shareholders, directors and those providing an outsourced service (collectively "Employees"), or of AIB to act in the best interests of our customers, Employees, or AIB as an organisation. These situations are described as:

- **Actual:** where a real conflict already exists;
- **Potential:** Where a conflict is about to happen; or
- **Perceived:** where others might reasonably perceive that a person is compromised and unable to be independent, impartial or objective.

AIB Group plc including its subsidiaries ("AIB") established, implemented and maintains an effective Conflicts of Interest Policy. This document provides a high-level summary of AIB's Conflicts of Interest Policy and conflict management arrangements.

AIB is committed to abiding by the principles of treating customers fairly and acting honestly, fairly and professionally in the best interests of our customers. An important element of these principles is that AIB has an appropriate arrangement in place designed to prevent conflicts adversely affecting our customers. We are also committed to:

- Maintaining the highest professional standards and principles to protect our customers, Employees and other counterparties;
- Complying with its legal and regulatory obligations. All Employees have a personal responsibility to champion the behaviours outlined in the Code of Conduct; or
- Maintaining governance and oversight arrangements in relation to conflicts of interest and completing annual reviews of our Conflicts of Interest Policy.

In addition, AIB has obligations to address regulatory requirements and best practices as described within local laws and regulation in relation to the identification and management of conflicts of interest, including regulations such as MiFID II, MAR and EMIR, and as such have established processes in place to meet our obligations.

Policy & procedures

AIB has taken all reasonable steps to implement effective procedures for the identification, prevention, escalation, and management of conflicts of interest within the business activities we conduct. The primary methods we use include:

- An independent Compliance department, with a remit to monitor the identification, avoidance and the management of Conflicts of Interest;
- Our Conflicts of Interest Policy, which is subject to regular review and at least annual content verification.
- Standards and procedures which address and manage an actual, potential or perceived Conflict of Interest between personal interests of an Employee and the interests of AIB including our customers, shareholders and suppliers;
- A Conflicts of Interest Register to assess and record all potential/actual conflicts;
- A Products and Propositions Committee approval and oversight - covering transaction, pricing, placing;
- Mandatory annual training of employees on conflicts of interest;
- Disclosure of conflicts of interest to the customer, where the organisational and administrative arrangements in place are not sufficient to ensure, with reasonable confidence, that the conflict has been fully mitigated or eliminated.

Our Conflicts of Interest Policy is underpinned by key policies and standards including, but not limited to, the following:

- Code of Conduct
- Inside Information Policy
- Third-Party Risk Management Policy
- Group Dealing Code
- Anti-Bribery and Corruption Standards
- Group Related Party Lending Policy
- Group Remuneration Policy.

Training & Awareness

All Staff receive regular communications and training on conflicts of Interest.

Employees are provided with annual mandatory conflicts of interest training to ensure awareness and understanding of how conflicts could arise and to enable Employees to identify, report and adequately manage such conflicts.

Accountability

The Group Board is ultimately responsible and accountable for the management of conflicts of interest within the Bank

CONFLICT CATEGORIES

Certain inherent conflicts are managed through established policies, systems and controls. These include:

- **Personal Dealing in Shares and Investments:** A Conflict of Interest may arise between an Employee and AIB or its Customer by virtue of Personal Dealing. All Employees are aware of the regulations in respect of personal transactions, the handling of Conflict of Interest and “inside information” or confidential information relating to customers or transaction with or for the consumers.
- **Gifts, Benefits and Entertainment:** A Conflict of Interest may arise where an employee receives or offers a gift or entrapment that constitutes an inappropriate incentive for an employee. The Anti-Bribery and Corruption Standards does not permit the offering or acceptance of gifts or entertainment by an Employee unless it is reasonable, proportionate and for legitimate business purpose. Where applicable, Employees must obtain pre-approval for gifts and entertainment and the approval will depend, among other criteria, on whether it may give rise to a Conflict of Interest. All staff must not accept or offer bribes or facilitation payments¹. Employee’s must never accept a bribe, facilitation payments, political donation, contract payments or inducements in the course of their employment. This is strictly forbidden in any form and in all circumstances, and any such offer must be reported immediately to the People Leader and recorded on our Conflicts of Interest Register.
- **Outside Business Activities:** A Conflict of Interest may arise between an Employee who has business interests, employment, directorships or business interest outside of AIB that may conflict with the interest of AIB and our Customers.
- **Information Barriers:** AIB uses effective information barriers as a means of managing potential or actual conflicts of interest. A Conflict of Interest may arise between AIB, Employee and a customer if AIB and/or an Employee is in possession of confidential information or inside information or dealing relating to a customer, and AIB, Employee and/or another customer of AIB has an interest in the use of that information that benefits any other customer who AIB owes an obligation.
- **Personal Relationships:** A Conflict of Interest may arise between AIB, Employee and a customer if an Employee deals with individuals who are family members or friends while conducting business for AIB. This may give rise to question the Employee’s ability to act objectively or discharge its roles and responsibilities and may call into question their judgement. It could affect the reputational risk of AIB, including the risk of the appearance of how AIB conducts its business and how business is awarded.

¹ Facilitation payments are small unofficial payments made to secure or expedite the performance of a routine or necessary action to which the payer has legal or other entitlement.

WHEN A POTENTIAL CONFLICT OF INTEREST ARISES

Despite the range of controls in place, circumstances can arise from time to time where it may appear that the interests of the customer and those of AIB (or a specific Employee) may conflict.

AIB must ensure that the conflict does not result in damage to the interests of the consumer. In all cases, these potential conflicts should be assessed and recorded on the AIB Conflicts of Interest Register. When an Individual identifies a potential of Conflict of Interest it must escalate in accordance with AIB internal escalation policies and procedures.

All potential, actual or perceived Conflicts of Interest, or transactions or relationships that could give rise to a Conflict of Interest must be escalated by the Employee immediately and the particulars of the situation discussed with their People Leader and the Compliance department as soon as practicable, or by any other method outlined in the AIB Code of Conduct.

Individual instances of a Conflict of Interest must be appropriately identified and documented in the relevant Conflict of Interest Register, according to existing processes and procedures. The registration must at least be sufficient to demonstrate the identification of the Conflict of Interest and the methods taken to avoid or manage it, and to record the approvals or other decisions made in relation to the Conflict of Interest including by whom the approvals were given or made. All Employees are encouraged to escalate prompt issues of concerns to their People Leaders and to our Compliance department so that any Conflict of Interest may be appropriately reviewed, managed and resolved.

AIB, when determining the types of conflicts of interest that arise during providing its services, will assess any potential for detrimental impact on the interests of our customers. Our policy and procedures require that all potential conflicts of interest be assessed and recorded in our Conflicts of Interest Register.

DISCLOSURE TO CUSTOMERS AND OBTAINING CONSENT

Disclosure to customers may be necessary where the organisational and administrative arrangements in place are not sufficient to ensure, with reasonable confidence, that the conflict has been fully mitigated or eliminated. Should such a case arise, AIB will disclose the following information to affected customers to see their consent to continue:

- A specific description of the conflicts of interest;
- The general nature and/or source(s) of such conflicts of interest;
- Details of the risks to the customer that arise as a result of the conflicts; and
- A description of the steps taken to mitigate the risks.

This information will be provided to the customer via a durable medium (letter or email) and in good time before undertaking business on behalf of the affected customers.

MONITORING AND GOVERNANCE

In AIB, we manage conflict of interest matters through the Three Lines of Defence (“3LOD”) model. Through the deployment of a 3LOD model, the operation of each line of defence is assessed by the next line which facilitates the oversight and escalation of conflicts of interest.

All Employees are responsible for identifying and managing actual or perceived conflicts in accordance with applicable regulatory requirements and AIB policies.

Regular reporting from the second line of defence is included within the monthly CRO Reports which are presented regularly to Governance Committees appropriately to demonstrate compliance with this policy including:

- Emerging Conflicts of Interest’s risks arising from advisory and monitoring activities
- Progress in the delivery of Conflict of Interest training.

ABOUT THIS DOCUMENT

This document synthesises the key aspects of our internal Conflicts of Interest Policy, a detailed policy which is part of the Regulatory Compliance Risk Management Framework. The policy defines AIB Group plc’s approach to managing Conflicts of Interest Risk. The policy was approved by our Group Risk Committee in Oct 2022.

The policy and supporting standards are embedded within business operating procedures, and subject to at least an annual content verification to ensure they are kept up to date. The policy applies to employees, agency staff, tied agents, suppliers, contractors, consultants, shareholders, directors and those providing an outsourced service (“collectively Employees”) for or on behalf of AIB Group and our subsidiaries AIB Mortgage Bank, EBS dac (incl. Haven), AIB UK and Goodbody are required to comply with our Conflicts of Interest Policy.

This document is owned by Group Chief Compliance Officer.