



DECISION NOTICE

To: Bank of Ireland (UK) Plc
Of: Bow Bells House 1
Bread Street
London
EC4M 9BE

Firm Reference Number: 512956

And –

To: Robert Sharpe

Of: [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

Date: 20 December 2018

ACTION

1. For the reasons set out in Section 1 of this Notice and pursuant to section 61(2B)(b) of the Financial Services and Markets Act 2000 (“the Act”), the Prudential Regulation Authority has decided to approve the application dated 19 September 2018 (“the Application”) for Robert Sharpe (“the Candidate”) to perform the Senior Manager Function 12 (Chair of the

Remuneration Committee) (“SMF12”) role at Bank of Ireland (UK) Plc (“the Firm”) for a limited period commencing on 20 December 2018 and terminating on the earliest of: (a) the day 12 weeks after the date the Firm receives notice from the National Treasury Management Agency of the Government of Ireland that the remuneration restrictions currently imposed by it are to be removed; or (b) 20 December 2019.

PROCEDURAL MATTERS

2. The procedural matters set out in Section 2 are important.

RELEVANT STATUTORY AND REGULATORY PROVISIONS

3. The relevant statutory and regulatory provisions are set out in Section 3.

DEFINITIONS

4. The definitions below are used in this Decision Notice.

“the Act” means the Financial Services and Markets Act 2000

“the Application” means the Form A application dated 19 September 2018 submitted by the Firm for the Candidate to perform the SMF12 role at the Firm

“the Candidate” means Robert Sharpe

“the Firm” means Bank of Ireland (UK) Plc

“HMP” means Head of Department and Managers Panel

“Notice” means this Decision Notice

“the PRA” means the Prudential Regulation Authority

“SMF12” means Senior Manager Function 12 – Chair of the Remuneration Committee

“the Tribunal” means the Upper Tribunal (Tax and Chancery Chamber)

“the Tribunal Procedure Rules” means the Tribunal Procedure (Upper Tribunal) Rules 2008 (SI 2008/2698) (as amended)

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Chair, HMP

for and on behalf of the PRA

SECTION 1 OF THE DECISION NOTICE ISSUED BY THE PRUDENTIAL REGULATION AUTHORITY TO BANK OF IRELAND (UK) PLC AND ROBERT SHARPE ON 20 DECEMBER 2018

REASON FOR THE ACTION

1. The reason for the PRA's decision to approve the Firm's Application for the Candidate to perform the SMF12 role at the Firm for a limited period is that it is desirable to do so in order to advance the PRA's objective of promoting the safety and soundness of PRA-authorised persons (section 2B(2) of the Act).
2. Pursuant to section 2B(3) of the Act, this objective is to be advanced primarily by: (a) seeking to ensure that the business of PRA-authorised persons is carried on in a way which avoids any adverse effect on the stability of the UK financial system; and (b) seeking to minimise the adverse effect that the failure of a PRA-authorised person could be expected to have on the stability of the UK financial system. The adverse effects mentioned in section 2B(3) may, in particular, result from the disruption of the continuity of financial services.
3. An appropriately staffed firm and an effective Chair of the Remuneration Committee function are essential to ensuring a firm is run in a prudent, safe and sound manner. The proposal will advance the PRA's objective by: (a) ensuring that the Firm has an approved SMF12; (b) ensuring that the Firm engages in timely succession planning so as to ensure a permanent SMF12 is in place at such time as the remuneration restrictions imposed by the National Treasury Management Agency of the Government of Ireland are lifted and the duties of the Remuneration Committee expand; and (c) allowing the Firm sufficient time to identify, and seek approval from the PRA for, an individual to perform the SMF12 role on a permanent basis.

FACTS AND MATTERS RELIED UPON

Background

4. The Firm is authorised by the PRA and regulated by the PRA and Financial Conduct Authority.
5. The Firm's Application for the Candidate to perform the SMF12 role at the Firm was received by the PRA on 19 September 2018.

6. The Candidate currently holds the Senior Manager Function 9 (Chair) (“SMF9”) and Senior Manager Function 13 (Chair of the Nomination Committee) (“SMF13”) roles at the Firm.
7. Having assessed the Firm’s Application, the PRA is satisfied as to the Candidate’s fitness and propriety to perform the SMF12 role at the Firm on a time-limited basis as required pursuant to section 61(1)(b) of the Act.
8. The time limited approval will: (a) ensure that the Firm has an approved SMF12; (b) ensure that the Firm engages in timely succession planning so as to ensure a permanent SMF12 is in place at such time as the remuneration restrictions imposed by the National Treasury Management Agency of the Government of Ireland are lifted and the duties of the Remuneration Committee expand; and (c) allow the Firm sufficient time to identify, and seek approval from the PRA for, an individual to perform the SMF12 role on a permanent basis.
9. Pursuant to section 61(2B)(b) of the Act, the PRA may grant a senior manager application that is made under section 60 of the Act so as to give approval only for a limited period if it appears to the PRA that it is desirable to do so in order to advance any of its objectives (section 61(2C)(b) of the Act).
10. The PRA considers that it is appropriate in these circumstances to decide to approve the Firm’s Application for the Candidate to perform the SMF12 role at the Firm for a limited period commencing on 20 December 2018 and terminating on the earliest of: (a) the day 12 weeks after the date the Firm receives notice from the National Treasury Management Agency of the Government of Ireland that the remuneration restrictions currently imposed by it are to be removed; or (b) 20 December 2019.
11. The Firm and the Candidate have consented to the PRA’s decision to approve the Firm’s Application for the Candidate to perform the SMF12 role at the Firm for a limited period commencing on 20 December 2018 and terminating on the earliest of: (a) the day 12 weeks after the date the Firm receives notice from the National Treasury Management Agency of the Government of Ireland that the remuneration restrictions currently imposed by it are to be removed; or (b) 20 December 2019.

ACTION

12. For the reasons given in this Notice, and pursuant to section 61(2B)(b) of the Act, the PRA has decided to approve the Application for a limited period commencing on 20 December 2018 and terminating on the earliest of: (a) the day 12 weeks after the date the Firm receives notice from the National Treasury Management Agency of the Government of Ireland that the remuneration restrictions currently imposed by it are to be removed; or (b) 20 December 2019.

**SECTION 2 OF THE DECISION NOTICE ISSUED BY THE PRUDENTIAL
REGULATION AUTHORITY TO BANK OF IRELAND (UK) PLC AND ROBERT
SHARPE ON 20 DECEMBER 2018**

PROCEDURAL MATTERS

Decision-Maker

1. The decision which gave rise to the obligation to give this Notice was made by HMP.
2. This Notice is given to the Firm and the Candidate pursuant to section 62(3) of the Act. The following statutory provisions are important.

The Tribunal

3. The Firm and Candidate have the right to refer the matter to which this Notice relates to the Tribunal. The Tax and Chancery Chamber is the part of the Tribunal which, among other things, hears references arising from decisions of the PRA.
4. Reference to the Tribunal is made by way of a reference notice (Form FTC3) signed by the person making the reference (or on their behalf) and filed with a copy of this Notice. The Tribunal's correspondence address is: Fifth Floor, Rolls Building, Rolls Building, Fetter Lane, London, EC4A 1NL. In accordance with paragraph 2(2) of Schedule 3 of the Tribunal Procedure Rules, the reference must be received by the Tribunal no later than 28 days after this Notice is given.
5. Further details are available from the Tribunal website: <https://www.gov.uk/courts-tribunals/upper-tribunal-tax-and-chancery-chamber>.
6. A copy of Form FTC3 must also be sent to PRA HMP Secretariat ([REDACTED]) at the PRA, 20 Moorgate, London EC2R 6DA at the same time as filing a reference with the Tribunal.

Access to evidence

7. Section 394 of the Act does not apply to this Notice.

Confidentiality and publicity

8. Sections 391(1A), 391(4), 391(6A) and 391(7) of the Act apply to the publication of information about the matter to which this Notice relates.

9. Pursuant to section 391(1A) of the Act, a person to whom this Notice is given or copied may not publish the Notice or any details concerning it unless the PRA has published the Notice or those details.

10. Pursuant to section 391(4) of the Act, the PRA must publish such information about the matter to which a Decision Notice or Final Notice relates as it considers appropriate. Any Final Notice issued by the PRA in due course may therefore contain reference to any of the content of this Notice.

PRA contacts

11. For more information concerning this matter generally, the Firm and/or Candidate should contact PRA HMP Secretariat ([REDACTED]) at the PRA.

**SECTION 3 OF THE DECISION NOTICE ISSUED BY THE PRUDENTIAL
REGULATION AUTHORITY TO BANK OF IRELAND (UK) PLC AND ROBERT
SHARPE ON 20 DECEMBER 2018**

RELEVANT STATUTORY AND REGULATORY PROVISIONS

1. Under section 2B(1) of the Act, in discharging its general functions, the PRA is required, so far as is reasonably possible, to act in a way which advances its general objective.
2. Under section 2B(2) of the Act, the PRA's general objective is: promoting the safety and soundness of PRA-authorized persons.
3. Under section 2B(3) of the Act, the PRA's general objective is to be advanced primarily by seeking to ensure that the business of PRA-authorized persons is carried on in a way which avoids any adverse effect on the stability of the UK financial system and seeking to minimise the adverse effect that the failure of a PRA-authorized person could be expected to have on the stability of the UK financial system.
4. Under section 2B(4) of the Act, the adverse effects mentioned in section 2B(3) of the Act may, in particular, result from the disruption of the continuity of financial services.
5. Under section 59 of the Act, an authorised person ("A") must take reasonable care to ensure that no person performs a controlled function under an arrangement entered into by A in relation to the carrying on by A of a regulated activity, unless that person is acting in accordance with an approval given by the appropriate regulator under this section.
6. Under section 60 of the Act, an application for the PRA's approval under section 59 of the Act may be made by the authorised person concerned.
7. Under section 61(2B)(b) of the Act, the PRA may grant a senior manager application made under section 60 of the Act so as to give approval only for a limited period.

8. Under section 61(2C)(b) of the Act, the PRA may exercise its power under section 61(2B)(b) of the Act only if it appears to the PRA that it is desirable to do so in order to advance any of the PRA's objectives.
9. Under section 61(3) of the Act, the PRA must before the end of the period for consideration of an application received under section 60 of the Act determine whether to: (a) grant the application; or (b) give a warning notice under section 62(2) of the Act.
10. Under section 62(2) of the Act, if the PRA proposes to refuse the application or to grant the application subject to conditions or for a limited period (or both), it must give a warning notice to the Firm and the Candidate.
11. Pursuant to section 62(3) of the Act, if the PRA decides to refuse the application or to grant the application subject to conditions or for a limited period (or both) it must give a decision notice to the Firm and the Candidate.
12. Pursuant to section 62(4) of the Act, if the PRA decides to refuse the application or to grant the application subject to conditions or for a limited period (or both) the Firm and/or Candidate may refer the matter to the Tribunal.
13. Pursuant to section 390(1) of the Act, if the PRA has given a Decision Notice and the matter was not referred to the Tribunal in the time specified by the Tribunal Procedure Rules the PRA must issue a Final Notice.



FINAL NOTICE

To: Bank of Ireland (UK) Plc
Of: Bow Bells House 1
Bread Street
London
EC4M 9BE

Firm Reference Number: 512956

And –

To: Robert Sharpe

Of: [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

Date: 20 December 2018

ACTION

1. For the reasons set out in Section 1 of this Notice and pursuant to section 61(2B)(b) of the Financial Services and Markets Act 2000 (“the Act”), the Prudential Regulation Authority has approved the application dated 19 September 2018 (“the Application”) for Robert Sharpe (“the Candidate”) to perform the Senior Manager Function 12 (Chair of the

Remuneration Committee) (“SMF12”) role at Bank of Ireland (UK) Plc (“the Firm”) for a limited period, commencing on 20 December 2018 and terminating on the earliest of: (a) the day 12 weeks after the date the Firm receives notice from the National Treasury Management Agency of the Government of Ireland that the remuneration restrictions currently imposed by it are to be removed; or (b) 20 December 2019.

PROCEDURAL MATTERS

2. The procedural matters set out in Section 2 are important.

RELEVANT STATUTORY AND REGULATORY PROVISIONS

3. The relevant statutory and regulatory provisions are set out in Section 3.

DEFINITIONS

4. The definitions below are used in this Final Notice.

“the Act” means the Financial Services and Markets Act 2000

“the Application” means the Form A application dated 19 September 2018 submitted by the Firm for the Candidate to perform the SMF12 role at the Firm

“the Candidate” means Robert Sharpe

“the Firm” means Bank of Ireland (UK) Plc

“HMP” means Head of Department and Managers Panel

“Notice” means this Final Notice

“the PRA” means the Prudential Regulation Authority

“SMF12” means Senior Manager Function 12 – Chair of the Remuneration Committee

[REDACTED]
[REDACTED]

Chair, HMP
for and on behalf of the PRA

**SECTION 1 OF THE FINAL NOTICE ISSUED BY THE PRUDENTIAL REGULATION
AUTHORITY TO BANK OF IRELAND (UK) PLC AND ROBERT SHARPE ON
20 DECEMBER 2018**

REASON FOR THE ACTION

1. The reason for the PRA's approval of the Firm's Application for the Candidate to perform the SMF12 role at the Firm for a limited period is that it is desirable to do so in order to advance the PRA's objective of promoting the safety and soundness of PRA-authorized persons (section 2B(2) of the Act).
2. Pursuant to section 2B(3) of the Act, this objective is to be advanced primarily by: (a) seeking to ensure that the business of PRA-authorized persons is carried on in a way which avoids any adverse effect on the stability of the UK financial system; and (b) seeking to minimise the adverse effect that the failure of a PRA-authorized person could be expected to have on the stability of the UK financial system. The adverse effects mentioned in section 2B(3) of the Act may, in particular, result from the disruption of the continuity of financial services.
3. An appropriately staffed firm and an effective Chair of the Remuneration Committee function are essential to ensuring a firm is run in a prudent, safe and sound manner. The proposal will advance the PRA's objective by: (a) ensuring that the Firm has an approved SMF12; (b) ensuring that the Firm engages in timely succession planning so as to ensure a permanent SMF12 is in place at such time as the remuneration restrictions imposed by the National Treasury Management Agency of the Government of Ireland are lifted and the duties of the Remuneration Committee expand; and (c) allowing the Firm sufficient time to identify, and seek approval from the PRA for, an individual to perform the SMF12 role on a permanent basis.

FACTS AND MATTERS RELIED UPON

Background

4. The Firm is authorised by the PRA and regulated by the PRA and Financial Conduct Authority.
5. The Firm's Application for the Candidate to perform the SMF12 role at the Firm was received by the PRA on 19 September 2018.

6. The Candidate currently holds the Senior Manager Function 9 (Chair) (“SMF9”) and Senior Manager Function 13 (Chair of the Nomination Committee) (“SMF13”) roles at the Firm.
7. Having assessed the Firm’s Application, the PRA is satisfied as to the Candidate’s fitness and propriety to perform the SMF12 role at the Firm on a time-limited basis as required pursuant to section 61(1)(b) of the Act.
8. The time limited approval will: (a) ensure that the Firm has an approved SMF12; (b) ensure that the Firm engages in timely succession planning so as to ensure a permanent SMF12 is in place at such time as the remuneration restrictions imposed by the National Treasury Management Agency of the Government of Ireland are lifted and the duties of the Remuneration Committee expand; and (c) allow the Firm sufficient time to identify, and seek approval from the PRA for, an individual to perform the SMF12 role on a permanent basis.
9. Pursuant to section 61(2B)(b) of the Act, the PRA may grant a senior manager application that is made under section 60 of the Act so as to give approval only for a limited period if it appears to the PRA that it is desirable to do so in order to advance any of its objectives (section 61(2C)(b) of the Act).
10. The PRA considers that it is appropriate in these circumstances to approve the Firm’s Application for the Candidate to perform the SMF12 role at the Firm for a limited period commencing on 20 December 2018 and terminating on the earliest of: (a) the day 12 weeks after the date the Firm receives notice from the National Treasury Management Agency of the Government of Ireland that the remuneration restrictions currently imposed by it are to be removed; or (b) 20 December 2019.
11. The Firm and the Candidate have consented to the PRA’s approval of the Firm’s Application for the Candidate to perform the SMF12 role at the Firm for a limited period commencing on 20 December 2018 and terminating on the earliest of: (a) the day 12 weeks after the date the Firm receives notice from the National Treasury Management Agency of the Government of Ireland that the remuneration restrictions currently imposed by it are to be removed; or (b) 20 December 2019.

ACTION

12. For the reasons given in this Notice, and pursuant to section 61(2B)(b) of the Act, the PRA has approved the Application for a limited period, commencing on 20 December 2018 and terminating on the earliest of: (a) the day 12 weeks after the date the Firm receives notice from the National Treasury Management Agency of the Government of Ireland that the remuneration restrictions currently imposed by it are to be removed; or (b) 20 December 2019.

**SECTION 2 OF THE FINAL NOTICE ISSUED BY THE PRUDENTIAL REGULATION
AUTHORITY TO BANK OF IRELAND (UK) PLC AND ROBERT SHARPE ON
20 DECEMBER 2018**

PROCEDURAL MATTERS

Decision-Maker

1. The decision which gave rise to the obligation to give this Notice was made by HMP.
2. This Notice is given to the Firm and the Candidate pursuant to section 390(1) of the Act. The following statutory provisions are important.

Confidentiality and publicity

3. Sections 391(4), 391(6A) and 391(7) of the Act apply to the publication of information about the matter to which this Notice relates.
4. Pursuant to section 391(4) of the Act, the PRA must publish such information about the matter to which a Final Notice relates as it considers appropriate. However, pursuant to section 391(6A) of the Act, the PRA may not publish information if, in its opinion, publication would be unfair to the Firm and/or Candidate or prejudicial to the safety and soundness of PRA-
authorised persons.

PRA contacts

5. For more information concerning this matter generally, the Firm and/or Candidate should contact PRA HMP Secretariat ([REDACTED]) at the PRA

SECTION 3 OF THE FINAL NOTICE ISSUED BY THE PRUDENTIAL REGULATION AUTHORITY TO BANK OF IRELAND (UK) PLC AND ROBERT SHARPE ON 20 DECEMBER 2018

RELEVANT STATUTORY AND REGULATORY PROVISIONS

1. Under section 2B(1) of the Act, in discharging its general functions, the PRA is required, so far as is reasonably possible, to act in a way which advances its general objective.
2. Under section 2B(2) of the Act, the PRA's general objective is: promoting the safety and soundness of PRA-authorised persons.
3. Under section 2B(3) of the Act, the PRA's general objective is to be advanced primarily by seeking to ensure that the business of PRA-authorised persons is carried on in a way which avoids any adverse effect on the stability of the UK financial system and seeking to minimise the adverse effect that the failure of a PRA-authorised person could be expected to have on the stability of the UK financial system.
4. Under section 2B(4) of the Act, the adverse effects mentioned in section 2B(3) of the Act may, in particular, result from the disruption of the continuity of financial services.
5. Under section 59 of the Act, an authorised person ("A") must take reasonable care to ensure that no person performs a controlled function under an arrangement entered into by A in relation to the carrying on by A of a regulated activity, unless that person is acting in accordance with an approval given by the appropriate regulator under this section.
6. Under section 60 of the Act, an application for the PRA's approval under section 59 of the Act may be made by the authorised person concerned.
7. Under section 61(2B)(b) of the Act, the PRA may grant a senior manager application made under section 60 of the Act so as to give approval only for a limited period.

8. Under section 61(2C)(b) of the Act, the PRA may exercise its power under section 61(2B)(b) of the Act only if it appears to the PRA that it is desirable to do so in order to advance any of the PRA's objectives.
9. Under section 61(3) of the Act, the PRA must before the end of the period for consideration of an application received under section 60 of the Act determine whether to (a) grant the application or (b) to give a warning notice under section 62(2) of the Act.
10. Under section 62(2) of the Act, if the PRA proposes to refuse the application or to grant the application subject to conditions or for a limited period (or both), it must give a warning notice to the Firm and the Candidate.
11. Pursuant to section 62(3) of the Act, if the PRA decides to refuse the application or to grant the application subject to conditions or for a limited period (or both), it must give a decision notice to the Firm and the Candidate.
12. Pursuant to section 62(4) of the Act, if the PRA decides to refuse the application or to grant the application subject to conditions or for a limited period (or both), the Firm and Candidate may refer the matter to the Tribunal.
13. Pursuant to section 390(1) of the Act, if the PRA has given a Decision Notice and the matter was not referred to the Tribunal in the time specified by the Tribunal Procedure Rules the PRA must issue a Final Notice.