

INTRODUCTION FROM THE CHAIRMAN

Dear shareholders,

On behalf of the Board, I am pleased to present the Corporate Governance Report for the year ended 31 December 2022.

Corporate Governance Code

The Board is committed to the highest standards of corporate governance and for the year ended 31 December 2022, the Corporate Governance Report, in conjunction with the Audit and Risk Committee report, the Remuneration Committee report, the Nomination Committee report and the Environmental and Social Responsibility Committee report, describes how the Company has applied the principles and followed the provisions of the 2018 UK Corporate Governance Code (the 'Code') and the Irish Corporate Governance Annex (the 'Annex') and details any departures from the specific provisions.

During 2022, we complied with the Code and the Annex with the following exceptions:

- > Provision 9, in relation to the appointment of an Executive Chairman at IPO; and
- > Provision 41, workforce engagement on executive pay.

Further details in relation to these matters are provided on pages 81 and 92, respectively, and the Board will keep them under review during 2023.

- > The Code can be found at www.frc.org.uk
- > The Annex can be found at www.euronext.com



INTRODUCTION FROM THE CHAIRMAN CONTINUED

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AS A BOARD, WE ARE COMMITTED TO ACHIEVING THE TARGETS SET BY BALANCE FOR BETTER BUSINESS FOR ISEQ 20 COMPANIES.

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Sustainability, including climate change

Glenveagh acknowledges the role that it needs to play as one of Ireland's leading homebuilders and has integrated sustainability throughout its business strategy. Performance against our environmental, social, and governance ('ESG') indicators can be found on page 43. The Board are particularly conscious of the Group's impact on climate change, and have set ambitious targets in this area. Details of these and the work to comply with the requirements of the Task Force on Climate-related Financial Disclosures ('TCFD') are set out on page 51. Building sustainable homes has been part of Glenveagh's strategy for many years, and as a Board, we continue to give a considerable amount of time and focus to the oversight of sustainability matters.

Board composition and succession

The Nomination Committee continues to lead the process for Board appointments and ensuring that plans are in place for systematic Board and senior management succession. Richard Cherry chose not to seek re-election at the Annual General Meeting ('AGM') in April 2022 and, on behalf of the Board, I would like to thank Richard for his contribution to Glenveagh since joining the Board in 2017.

During 2022, the Nomination Committee conducted a request for proposal ('RFP') to select an executive search provider to advise it as it began the process of identifying a new Non-executive Director for proposal to the Board. Further details in relation to the nomination process are provided in the report of the Nomination Committee on page 83.

As a Board, we are committed to achieving the targets set by Balance for Better Business for ISEQ 20 companies. The Nomination Committee remains cognisant of the diversity targets directed by forthcoming EU legislation, as well as by investor and stakeholder expectations, as it progresses through the nomination process in early 2023.

Board evaluation

The Board and each of its committees evaluate their performance on an annual basis in order to assess if any improvements can be made. In 2022, we conducted an internal Board performance evaluation, overseen by our Company Secretary, and I am happy to report that the evaluation found that the Board and its committees continue to operate effectively, while providing some insight into opportunities for further development.

You can read more about our evaluation process on page 85.

Priorities for the year ahead

As a Board we have a demanding year ahead with a number of environmental and social priorities; these include overseeing the implementation of our net zero transition plan, approving strategies in the important areas of biodiversity and circular economy, along with continued progress on our overall strategy, including the development of our senior leaders, and maintaining a robust internal control environment and risk management framework.

Conclusion

I believe that the Board is well-positioned to provide the strategic oversight and leadership required for Glenveagh to continue to deliver long-term sustainable success and continued returns for shareholders.

The 2023 AGM will be held on 8 June 2023 and the Board looks forward to the opportunity to engage with our shareholders in person.

Further details will be published in the Notice of Annual General Meeting, which will be sent or made available to shareholders, and is also available on the Company's website, www.glenveagh.ie



John Mulcahy
Chairman

Glenveagh corporate website

The Glenveagh website www.glenveagh.ie contains additional information about our corporate governance:

- > Composition of principal Board and Board committees;
- > Terms of reference for the Board committees; and
- > Details of AGM, proxy voting by shareholders, including votes withheld

CORPORATE GOVERNANCE REPORTING

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CODE PRINCIPLE: BOARD LEADERSHIP

Board of Directors



Name	John Mulcahy (74)	Stephen Garvey (43)	Michael Rice (40)
Job title	Chairman	Chief Executive Officer	Chief Financial Officer
Nationality	Irish	Irish	Irish
Date of appointment	Appointed to the Board on 11 August 2017 and as Chair of the Nomination Committee on 28 April 2022.	Appointed to the Board on 9 August 2017.	Appointed to the Board on 1 November 2019.
Skills and experience	John is a chartered surveyor with over 40 years' experience in the Irish real estate sector. Previously, he was a member of the board (from 2012 to 2014), and head of asset management (from 2011 to 2014), at National Asset Management Agency and, prior to that, was chairman and CEO of JLL's operations in Ireland from 2002 to 2010. John was also a founding member of the RICS Asset Valuations Standards Committee and the Property Advisory Committee of the National Pension Reserve Fund.	Stephen Garvey was appointed Chief Executive Officer in August 2019. Stephen is responsible for delivering on Glenveagh's vision that everyone should have the opportunity to access great-value, high-quality homes in flourishing communities across Ireland. Stephen has over 20 years' experience in the construction and property industry in Ireland. Prior to founding his own successful residential development business, Bridgedale Homes, Stephen worked with a number of Ireland's largest property developers. From 2014 to 2017, Stephen advised and managed the acquisition of Irish residential development opportunities on behalf of TIO RLF. A co-founder of Glenveagh, Stephen has led the growth and development of Glenveagh since IPO.	Michael Rice is Glenveagh's Chief Financial Officer. Michael joined Glenveagh in September 2017 having previously worked as the group financial controller of Kingspan Group plc. Michael oversees a wide range of functions including finance, treasury, corporate governance, IT, corporate affairs and investor relations. He is a qualified chartered accountant with significant experience of finance management in both domestic and international environments.
Other appointments	John is the chairman of IPUT plc and a board member of TIO ICAV, and Quinta do Lago S.A., a Portuguese resort developer.		
Committee memberships			

KEY

	Audit and Risk Committee
	Environmental and Social Responsibility Committee
	Remuneration Committee
	Nomination Committee
	Chair of Committee

**Robert Dix (70)**

Senior Independent Director

Irish

Appointed to the Board on 26 September 2017.

Robert Dix was formerly a partner and head of transaction services at KPMG Ireland, where he worked for 20 years before his retirement in 2008. He now operates his own firm, Sopal Limited, which advises organisations on capital markets, corporate governance and strategic planning issues. Robert is a graduate of Trinity College Dublin and a Fellow of Chartered Accountants Ireland.

Robert is the CEO of Sopal Limited and a non-executive director and chairman of Quinn Property Group.

Cara Ryan (50)

Independent Non-executive Director

Irish

Appointed to the Board on 1 September 2019 and as Chair of the Audit and Risk Committee on 3 September 2020. Cara is also the Glenveagh Workforce Engagement Director.

Cara is a Non-executive Director, with over 20 years' experience at board level in publicly listed and private companies, in both regulated and non-regulated entities. Cara was the director of finance of Manor Park Homebuilders, an Irish housebuilding company and she was formerly a non-executive director of IFG Group plc, a listed financial services group in Dublin & London and was the managing director of IFG Investment Managers until 2006. Cara holds a BA in Economics from University College Dublin and a MSc in Investment & Treasury from Dublin City University.

Cara is the chair of Mercer Ireland Limited and a member of its board risk committee and remuneration committee, a non-executive director of Stonebond Properties and a non-executive director and chair of the audit committee of BNP Fund Administration Services in Ireland.

Pat McCann (71)

Independent Non-executive Director

Irish

Appointed to the Board on 1 September 2019 and as Chair of the Remuneration Committee on 28 April 2022.

Pat has 50 years' experience in the hotel industry, having begun his career in 1969 with Ryan Hotels plc. He joined Jurys Hotel Group plc in 1989 and became chief executive of Jurys Doyle Hotel Group plc in 2000. Pat founded Dalata Hotel Group plc in 2007 and acted as CEO until 31 October 2021.

He is a non-executive director of a number of private companies and was appointed to the board of Ibec in 2017. Pat completed his term as president of Ibec in September 2020. He is a former non-executive director of EBS Building Society, Greencore Group plc and Whitfield Private Hospital. He has served as national president of the Irish Hotels Federation and as a member of the National Tourism Council.

Pat is the deputy chairman at The National Maternity Hospital and a non-executive director of Ibec and Quinn Property Group.

Camilla Hughes (53)

Independent Non-executive Director

British

Appointed to the Board and as Chair of the Environmental and Social Responsibility Committee on 1 July 2021.

Camilla is a highly experienced ESG and capital markets adviser, having spent over twenty-five years in financial services, and investment banking. She currently provides independent ESG advisory services to corporates and banking teams in M&A, capital raisings, shareholder engagement and ESG reporting at Rothschild & Co in the Global Advisory business, based in London. Her work focuses on helping publicly listed and privately owned companies around climate and sustainability strategies, including governance issues, and connecting them to ESG capital at all stages of corporate life cycle. Previous to expanding her executive career, Camilla has worked at Credit Suisse, UBS and Market Pipe, an early-stage Fintech SaaS business included in the Techtrak 100.

She holds a Bachelor of Arts degree and MA (Hons) in Philosophy, Politics and Economics from Oxford University and is an alumna of the Cambridge University Institute for Sustainability Leadership and Sustainable Finance.

Chloe McCarthy (38)

Company Secretary

Irish

Chloe is an ICSA qualified Company Secretary and a barrister-at-law in Ireland. Chloe was called to the Bar of Ireland in 2008 and was a member of the Law Library for a number of years before gaining experience at international law firms including Taylor Wessing in London, Allens Linklaters in Sydney and A&L Goodbody in Dublin. Prior to joining Glenveagh at IPO in 2017, Chloe was the assistant company secretary at Aegon Ireland plc.



CODE PRINCIPLE: BOARD LEADERSHIP AND COMPANY PURPOSE**Role of the Board**

The Board is responsible for setting the Company's purpose, strategy and values, promoting the long-term sustainable success of the Group while generating shareholder-value and contributing to the society in which it operates. The Board provides effective leadership by developing and guiding the strategic direction of the Group, understanding the key risks faced by the Group and determining the risk appetite of the Group and ensuring that a robust internal control environment and risk management framework are in place.

The Board has overall responsibility for the management of the Group's activities and has put in place a framework of controls and delegated authorities, which enables the Group to appraise and manage risk effectively. To assist in discharging its responsibilities, the Board has established an Audit and Risk Committee, a Remuneration Committee, a Nomination Committee and an Environmental and Social Responsibility ('ESR') Committee. A high-level overview of the delegated authority flow from the Board is shown in the diagram on page 77.

The composition of each of the Board committees is fully aligned with the provisions of the Code and is detailed in the reports of the relevant committees on pages 82 to 105.

The terms of reference for each of the Board committees and the schedule of matters reserved for the Board are reviewed on an annual basis and made available on the Group's website, www.glenveagh.ie.

Details of the activities of the Board during the year can be found on the next page.

Board meetings

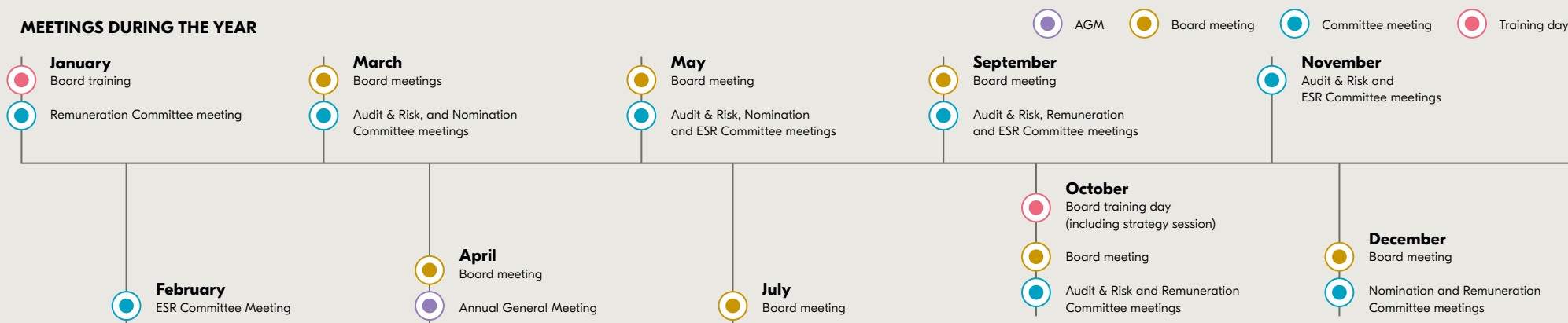
The Board convenes with sufficient frequency to ensure the effective discharge of its duties during the year and holds additional meetings when required. In line with the easing of COVID-19 restrictions, the Board met in person for all nine meetings held during the year. In addition to formal Board meetings, the Board also convened for a number of strategy and training sessions in 2022.

Time commitment

The time commitment required of Directors is considered on appointment, and on an annual basis by the Board. All Directors are expected to allocate sufficient time to discharge their duties effectively and confirm this as part of the annual Board evaluation. Each year, the schedule of regular meetings to be held in the following calendar year is agreed with each of the Directors. If a Director is unable to attend a scheduled meeting, they are encouraged to communicate their views on the relevant agenda items in advance to the Chairman or the Company Secretary for noting at the Board meeting.

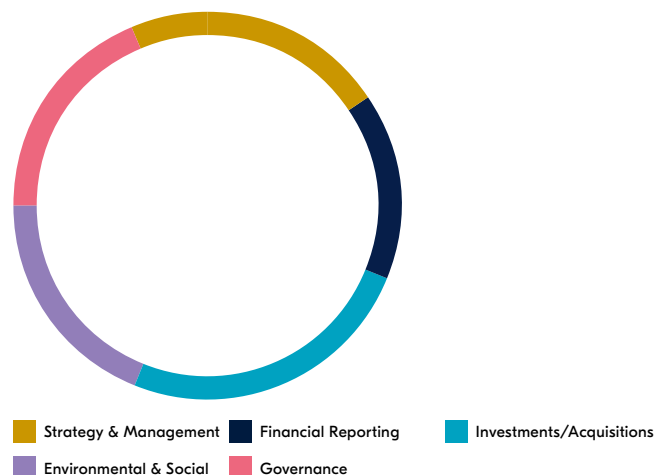
Attendance at Board and committee meetings

	Board	Nomination Committee	Remuneration Committee	Audit and Risk Committee	ESR Committee
Current Directors					
John Mulcahy	9/9	3/3	n/a	n/a	n/a
Stephen Garvey	9/9	n/a	n/a	n/a	4/4
Michael Rice	9/9	n/a	n/a	n/a	n/a
Robert Dix	9/9	3/3	n/a	5/5	4/4
Cara Ryan	9/9	n/a	6/6	5/5	n/a
Pat McCann	9/9	3/3	6/6	5/5	4/4
Camilla Hughes	9/9	3/3	6/6	n/a	4/4
Past Directors					
Richard Cherry	3/3	0/1	2/2	0/1	n/a

MEETINGS DURING THE YEAR

CODE PRINCIPLE: BOARD LEADERSHIP AND COMPANY PURPOSE CONTINUED

The Board's key activities during the year were:



What did the Board do this year?

Activity	Description
Strategy & Management	<ul style="list-style-type: none"> > Engaged with senior management in detailed strategic planning sessions and received reporting on strategy implementation throughout the year, as part of the annual strategic planning cycle. > Reviewed and challenged operational and financial reporting from the Chief Executive Officer and the Chief Financial Officer. Monthly management reporting includes an analysis of the Group's performance against KPIs and updates in relation to health and safety, planning, construction, sales, customer satisfaction, investment, operations, finance, HR and investor relations. > Reviewed and approved the Group's updated manufacturing strategy. > Continued to assess the capital allocation priorities of the Group and identified excess capital for return to shareholders through the initiation of a third buyback programme.
Environmental & Social	<ul style="list-style-type: none"> > Reviewed quarterly management reporting in relation to the Group's environmental and social responsibilities. > Received training in the form of presentations from external advisors on recent developments including: EU Sustainable Finance Action Plan and Taxonomy, Corporate Sustainability Reporting Directive and ESG trends. > Supported management in partnering with Clúid Housing to provide emergency accommodation for up to 40 Ukrainian families, in addition to matching voluntary donations by staff to a minimum commitment of €250,000.
Financial Reporting	<ul style="list-style-type: none"> > Reviewed and approved Budget 2023. > Reviewed and approved the 2022 Annual Report and Audited Financial Statements, on the recommendation of the Audit & Risk Committee. > Reviewed and approved the 2022 Interim Financial Statements, on the recommendation of the Audit & Risk Committee. > Reviewed and approved the Group's full-year and half-year financial results announcements.
Governance	<ul style="list-style-type: none"> > Reviewed the findings from the internally facilitated Board performance evaluation in 2022 and agreed areas of focus for the Board in 2023. > Considered Board members' potential conflicts of interests. > Received updates from the Chairs of the Board committees at each scheduled Board meeting. > Reviewed and approved the 2022 Notice of Annual General Meeting for circulation to shareholders. > Reviewed and approved the schedule of matters reserved for the Board and the terms of reference for each of the Board committees. > Reviewed and approved the terms of reference for the expanded executive committee ('ExCo'), following the Chairman's transition to a non-executive role.
Investments/Acquisitions	<ul style="list-style-type: none"> > Reviewed all site acquisitions approved by the ExCo under its delegated authority from the Board. > Considered and approved the disposal of the East Road site. > Considered and approved the acquisition of Harmony Timber Solutions Limited. > Reviewed management updates in relation to pipeline sites and the progression of existing land bank assets. > Reviewed and challenged post-acquisition investment performance against management models. > Reviewed and approved capital expenditure associated with the Group's updated manufacturing strategy.

CODE PRINCIPLE: BOARD LEADERSHIP AND COMPANY PURPOSE CONTINUED

Culture and Values

Glenveagh's vision is that everyone should have the opportunity to access great-value, high-quality homes in flourishing communities across Ireland. The Board believes that building homes and communities is a worthy cause and will positively impact Irish society.

The Board continues to support management in forging a new path, innovating at every stage of the homebuilding process. To do this, the Board fosters a culture of fresh thinking, teamwork and trust to challenge the status quo. The Board is committed to ensuring the continued alignment of Glenveagh's strategic decisions with its purpose and culture, through both the setting of non-financial KPIs in health and safety and customer satisfaction, and through its regular assessment of policies and practices across the business.

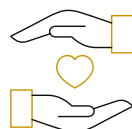
The Board assesses and monitors Glenveagh's culture through a number of employee engagement measures including the workforce engagement forum, which is attended by Cara Ryan as the Board's Workforce Engagement Director, regular employee engagement surveys and the Group's whistleblowing reporting mechanisms.

Further details in relation to the role of the Workforce Engagement Director can be found on page 81.

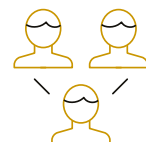
The Board recognises the significant role the people of Glenveagh have played in delivering our success to date and strives to continue to be a great place to work for every single employee.

OUR VALUES

Our values encompass the culture and conduct we expect from all our employees in the day-to-day operations of our business.



Safety-first



Collaborative



Innovative



Customer-centred



Can-do

Examples of ways that the Board and its committees monitor and assess culture

Who	What
The Board	<ul style="list-style-type: none"> > The operational and financial reporting presented at every scheduled Board meeting contains detailed people updates covering health and safety, recruitment and retention, and learning and development. > The Board reviews customer satisfaction survey scores on a monthly basis.
Board Members	<ul style="list-style-type: none"> > The Workforce Engagement Director meets with employee representatives every six months in order to facilitate direct feedback to the Board on culture and the working environment. > Board training days and site visits provide opportunities for the Non-executive Directors to engage with employees of all levels across the Group's operations.
ESR Committee	<ul style="list-style-type: none"> > The committee receives regular updates on diversity and inclusion, health and safety and culture within the Group, with progress in these areas measured and assessed through employee survey results. > The committee considered and approved the introduction of a Group Equity, Diversity and Inclusion ('EDI') Strategy, including the adoption of targets and goals for each level of the organisation. > The committee reviewed and approved the Group's first report under the Gender Pay Gap Information Act 2021.
Audit and Risk Committee	<ul style="list-style-type: none"> > The committee receives and considers regular internal audit reports, covering a wide range of the Group's operations and providing insight into the operational culture of the business. > The committee reviews and approves the Group Whistleblowing Policy and reporting mechanisms.
Remuneration Committee	<ul style="list-style-type: none"> > The committee evaluates the Group's non-financial performance against defined safety and customer satisfaction measures, assessed through externally managed customer surveys and site audits. These non-financial KPIs account for 30% of the annual bonus. > In addition to setting the pay for the Executive Directors and members of the ExCo (including the Company Secretary), the committee also considers matters relating to pay across the Group as a whole, including workforce remuneration policies and incentives for the wider employee population.
Nomination Committee	<ul style="list-style-type: none"> > The committee recognises that succession planning is key to maintaining the Group's culture and it focuses on developing people internally and having a promising pipeline of talent to fill key senior management positions. > The Board is committed to achieving diversity and inclusion across the Group and, through the committee, continues to progress towards meeting the targets and goals set both internally and externally.

CODE PRINCIPLE: BOARD LEADERSHIP AND COMPANY PURPOSE CONTINUED

GOVERNANCE FRAMEWORK
DELEGATED AUTHORITY FLOW

Board

 See Board of Directors on **page 72 and 73**

Nomination Committee

 See report on **page 82**

Audit & Risk Committee

 See report on **page 86**

Remuneration Committee

 See report on **page 90**

ESR Committee

 See report on **page 104**

Executive Management Team

ExCo

On 1 January 2022, the Executive Directors Stephen Garvey and Michael Rice were joined on the ExCo by Wesley Rothwell (Chief Commercial Officer), Conor Murtagh (Chief Strategy Officer), Barney O'Reilly (Head of Construction) and Tony McLoughlin (Managing Director – Planning, Design, Manufacturing and Operations). The Company Secretary Chloe McCarthy also attends ExCo meetings. The ExCo has responsibility for day-to-day running of the Group's operations, as delegated by the Board in the ExCo's terms of reference.

General Data Protection Regulation ('GDPR') Committee

The GDPR Committee was established in July 2022 and is responsible for providing oversight and high-level support for data privacy and implementation of GDPR within the Group. The committee is comprised of the CFO, the Chief Commercial Officer, the Chief Strategy Officer and the Company Secretary.

Operating Business

Senior Leadership Team ('SLT')

The SLT is comprised of over 30 senior members of management and is aimed at keeping the senior leaders in the business informed of the day-to-day business and performance of the Company. Members of the SLT present at the meetings, providing insight into various parts of the business. The SLT is also used to update senior leaders on strategy, people, performance and culture.

Construction Committee

The Construction Committee is comprised of senior members of the business with specific responsibility for areas of construction operations. The Construction Committee meetings are held monthly to review all construction projects.

CODE PRINCIPLE: DIVISION OF RESPONSIBILITIES

There is a clear division of responsibilities within the Group between the Board and executive management. Responsibility for day-to-day running of the Group's operations is delegated by the Board to the ExCo, with the Board reserving to itself a formal schedule of matters over which it retains control.

The roles of the Chairman and the Chief Executive Officer are clearly segregated and the division of responsibilities between them is set out in writing and reviewed by the Board on an annual basis. The table below summarises how there is a clear division of responsibilities between the leadership of the Board and the executive leadership of the business.

Position	Description
Chair	The Chairman, John Mulcahy, is responsible for leadership of the Board, promoting its effectiveness in all aspects of its role and ensuring its key duties are discharged to an acceptable degree. The Chairman ensures that the Board members receive accurate and timely information, enabling them to play a full and constructive role in the development and determination of the Company's strategy. He is responsible for creating an environment which encourages open dialogue and constructive challenge, and he ensures that there is effective communication with the shareholders.
Chief Executive Officer ('CEO')	The CEO, Stephen Garvey, is accountable to and reports to the Board and is responsible for running the Group's business. He is charged with the execution of agreed strategy and implementation of the decisions of the Board, with a view to creating value for shareholders and the wider stakeholder base. The CEO is ultimately responsible for all day-to-day management decisions, acting as a direct liaison between the Board and management and communicating to the Board on behalf of the Group's external stakeholders. The CEO also chairs the ExCo.
Chief Financial Officer ('CFO')	The CFO, Michael Rice, is responsible for managing the financial affairs of the Group. His areas of responsibility include finance, treasury, corporate governance, IT, corporate affairs and investor relations and he works closely with the CEO to manage the Group's operations. The CFO is a member of the ExCo and GDPR committee.
Senior Independent Director	The Senior Independent Director, Robert Dix, is available to shareholders who have concerns that cannot be addressed through the Chairman or CEO and will attend meetings with major shareholders as necessary. The Senior Independent Director acts as a sounding board for the Chairman and serves as an intermediary for the other Directors as necessary. He is also responsible for leading the annual performance review of the Chairman.
Non-executive Directors	Of the seven Board members, four are Independent Non-executive Directors. The Company's Non-executive Directors have a key role in the appointment and removal of Executive Directors, and the assessment of their performance. The Non-executive Directors constructively challenge and debate management proposals and hold to account the performance of management and of individual Executive Directors against the agreed performance objectives. The Non-executive Directors have direct access to the senior management team within the Group and contact with the business is encouraged by the Board and assists the Non-executive Directors in constructively challenging management and offering advice and guidance on strategic decisions.
Company Secretary	The Company Secretary, Chloe McCarthy, supports the Chairman and the Executive Directors in fulfilling their duties and is available to all Directors for advice and support. She is responsible for ensuring compliance with Board procedures and for the Group's commitment to best practice in corporate governance. The Company Secretary is also responsible for ensuring compliance with the Group's legal and regulatory obligations.

CODE PRINCIPLE: DIVISION OF RESPONSIBILITIES CONTINUED

Shareholder and stakeholder engagement

The Code provides that the Board should ensure effective engagement with, and encourage participation from shareholders and stakeholders. Further details regarding the Board's engagement with key stakeholders can be found on page 80.

Shareholders

The Board recognises the importance of engaging with shareholders and values regular dialogue. The Group prioritises effective dialogue with shareholders to ensure that we capture and embrace feedback relating to areas of interest and areas of concern. This commitment is formalised through the Group's comprehensive investor relations programme. The views of shareholders are communicated to the Board through the Executive Directors and they receive monthly updates on institutional shareholder meetings, broker reporting and general market commentary, all of which assists the Board in understanding and taking account of the view of shareholders. In addition, the Chairman and Senior Independent Director remain available to meet with shareholders on request, should they have any issues or concerns that cannot be resolved through the usual IR channels, and up-to-date contact details are available on the Group's website, www.glenveagh.ie.

Investors and analysts

In addition to the detailed presentations and roadshows conducted after the announcement of interim and full-year results, the Group runs an active investor relations programme that includes all financial announcements, presentations and regular ongoing dialogue with the investment community, apart from when the Group is in a close period. The CEO, CFO and Head of Investor Relations regularly meet with institutional investors and analysts throughout the year and participate in a number of industry conferences. This year, executive management attended in-person conferences, roadshows and investor meetings as outlined on the next page.

Further details in relation to the Group's investor engagement during 2022 is provided in the stakeholder engagement section on page 28.

Annual General Meeting

The AGM gives shareholders an opportunity to receive a presentation on the Group's activities and performance during the year, to ask questions of the Chairman and, through him, the Board committee chairs and members, and to vote on each resolution put to the meeting. The AGM also provides the Board with a valuable opportunity to communicate with private investors and the Board encourages all shareholders to attend the meeting each year and to put forward any questions they may have to the Directors at the conclusion of the formal business of the meeting.

In line with the easing of COVID-19 restrictions, the Board was delighted to once again meet with shareholders in person at the 2022 AGM. Shareholders who were unable to attend the AGM in person were invited to remotely access the AGM via a virtual meeting platform which included a mechanism for lodging questions in advance of and during the meeting.

The 2023 AGM will be held on 8 June 2023 at The Westbury Hotel, Balfe Street, Dublin 2.

Private shareholders

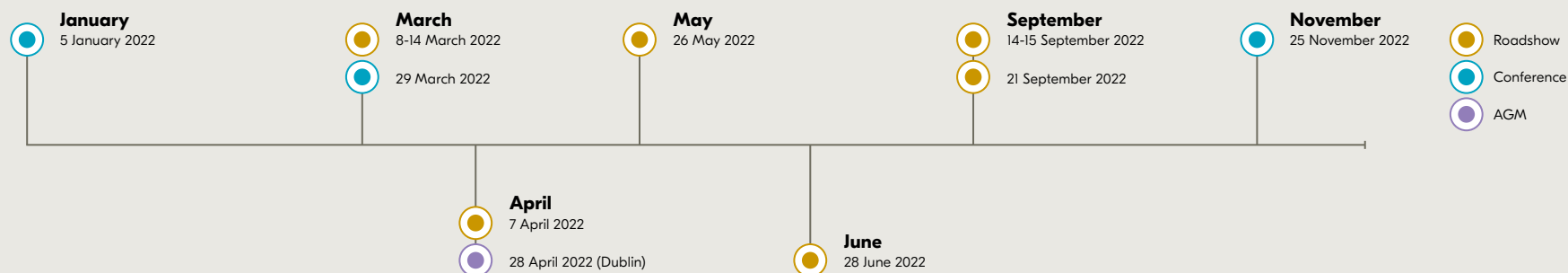
The Company Secretary, Chloe McCarthy, oversees communication with private shareholders, and ensures direct responses as appropriate in respect of any matters raised by shareholders.

Website

Glenveagh's website is an important channel for interacting with all stakeholders, including shareholders, and it provides a library of all relevant shareholder communications, financial results and updates, and a history of our share price performance.

All material information reported to the Regulatory News Service is published at www.glenveagh.ie/corporate/investor-centre.

TIMELINE OF STAKEHOLDER ENGAGEMENT



CODE PRINCIPLE: DIVISION OF RESPONSIBILITIES CONTINUED

OTHER STAKEHOLDERS

It is critical for the success of the Group that it engages with all of its key stakeholders, seeks their views and takes into consideration their interests as part of its decision-making process. Board engagement with other key stakeholders during 2022 is summarised in the table below.

Further detail in relation to the wider Group's engagement with key stakeholders is provided on pages 26 to 29.

Stakeholder	How the Board engages	Activity during 2022
Employees	<ul style="list-style-type: none"> > Monthly in-house and externally facilitated health and safety audits of all Group sites. > Board visits to sites, manufacturing facilities and head office. > Employee engagement surveys. > Designated Non-executive Director with responsibility for workforce engagement. 	<ul style="list-style-type: none"> > Monthly reporting of health and safety audit results. > Continued recognition of the importance of health and safety, maintaining it as one of the Group's two non-financial annual bonus metrics. > Approved the Group's EDI strategy and set clear targets across all levels of the business. > Approved the movement of head office to modernise and improve the work environment for staff. > Received and considered feedback from the 2022 Great Place to Work employee engagement survey. > Visits by Cara Ryan, in her capacity as Workforce Engagement Director, to meet with employee representatives on-site every six months. > Ongoing review of leading employee satisfaction indicators, including turnover rates, training and development levels, and benefits available to staff.
Customers	<ul style="list-style-type: none"> > Externally facilitated customer satisfaction surveys. > Customer Care department reporting and metrics. 	<ul style="list-style-type: none"> > Monthly reporting of customer satisfaction survey results. > Regular review of customer care data and issue tracking. > Continued recognition of the importance of customer satisfaction, maintaining it as one of the Group's two non-financial annual bonus metrics.
Communities	<ul style="list-style-type: none"> > Consultation with communities throughout the site planning process. > Support of local community initiatives and Group charity partners. 	<ul style="list-style-type: none"> > Regular review of housing need in the communities in which the Group operates. > Supported the development and publication of the Group's Compact Growth Strategy, demonstrating Glenveagh's role as a thought leader in this area. > Supported management in responding to the humanitarian crisis in Ukraine through an initiative with Clúid Housing to provide emergency accommodation in Ireland for up to 40 displaced Ukrainian families.
Government & regulators	<ul style="list-style-type: none"> > Regular communication with industry bodies, planning authorities and Government representatives. > Communication with regulators including the LSE, Euronext Dublin, the FCA and the Central Bank of Ireland. 	<ul style="list-style-type: none"> > Direct engagement through the Executive Directors with housebuilding bodies and local and national planning authorities and government representatives. > Engagement with regulatory authorities through the Company Secretary.
Suppliers & partners	<ul style="list-style-type: none"> > Board visits to manufacturing facilities and development sites. > Surveys of contractors and supply-chain partners. 	<ul style="list-style-type: none"> > Monthly reporting from construction operations and procurement departments. > Approved the expansion of the Group's manufacturing operations and increased supply-chain integration and partnerships across different building methodologies.

CODE PRINCIPLE: DIVISION OF RESPONSIBILITIES CONTINUED

Workforce engagement

The Board is committed to meeting its responsibilities to all stakeholders in the business, and places significant value on the maintenance of successful relationships with the Group's workforce, suppliers, customers and the communities in which it operates.

Cara Ryan is designated as the Non-executive Director with responsibility for employee engagement on behalf of the Board. In her position as the Workforce Engagement Director, Cara continued to work with the Company Secretary and the Head of Human Resources to develop meaningful two-way dialogue between employees across the Groups' operations and the wider Board. During the year, Cara held two meetings with representatives from each department in the business and provided an opportunity for them to ask questions directly of the Board.

Feedback from these meetings has continued to be very positive, with employees welcoming the opportunity to meet with a Non-executive member of the Board. Equally the Board recognises the importance of ongoing communication and 'reporting back' to the workforce, to demonstrate that it has listened to and acted upon feedback, and the Board remains committed to continuing to enhance its engagement activities and strengthen its relationship with the workforce.

Board information

Each month, the Directors receive financial and operational information to help them discharge their duties. In order to allow sufficient time to review, Board papers are circulated digitally at least one week before each Board meeting. Directors have access to independent professional advice at the Company's expense, if they consider it appropriate.

Independence

As required by the Code, Provision 9 prescribes that the Chairman should be independent on appointment. The Board is of the collective belief that John Mulcahy's role as a Non-independent Chairman during the period from IPO to 31 December 2022 enabled him to bring his extensive knowledge and experience of the Irish residential housing market to his leadership of the Board.

As announced at the Company's 2021 AGM, John transitioned to a Non-executive Chairman role on 1 January 2022. While John has stepped down from his executive duties, the Board unanimously considers that his commitment and contribution as Chairman is essential to the continued effective leadership of the Board and the Group.

Given John's prior executive role within the Company, the Senior Independent Director remains willing and available to assume any additional responsibilities, as required. There is also a clear division of responsibilities between the Chairman and the CEO. As such, the Board remains satisfied that no one individual or group has dominated its decision-making and that there has been sufficient challenge of executive management in meetings of the Board.

The independence of each of the Non-executive Directors is considered on appointment, and on an annual basis by the Board. The Board has reviewed the independence of all Non-executive Directors and determined that they continue to be independent within the provisions of the Code.

The Board gave particular consideration to the continued independence of Robert Dix and Pat McCann, noting that both currently act as non-executive directors at Quinn Property Group. The Board was aware of this relationship on appointing Pat to the Board in 2019, and remains satisfied that Robert and Pat continue to demonstrate objectivity and autonomy in both character and judgement, irrespective of their relationship outside the Company, and will continue to act objectively and in the best interests of the Company.

Conflicts of interest

The Board considers potential conflicts of interest as a standing agenda item at each meeting and a conflicts of interest register is maintained by the Company Secretary, setting out any conflicts of interest which a Director has disclosed to the Board in line with their statutory duty.

The Company has established a comprehensive conflict of interest policy and, in line with that policy, each Director reviews the conflict of interest register and provides an updated declaration of interests form to the Company Secretary on an annual basis.

CODE PRINCIPLE: COMPOSITION, SUCCESSION AND EVALUATION






NOMINATION COMMITTEE REPORT

Nomination Committee Report

Chair, Nomination Committee
John Mulcahy



Committee members and attendance

Name	Position	Attendance
John Mulcahy	Chair	
Pat McCann	Member	
Robert Dix	Member	
Camilla Hughes	Member	
Richard Cherry	Member	

Quick facts

- > John Mulcahy has chaired the Nomination Committee since April 2022.
- > A majority of committee members are Independent Non-executive Directors, in line with the Code.
- > The committee met three times during the year ended 31 December 2022.

Link to terms of reference

[nomination-committee-terms-of-reference \(glenveagh.ie\)](https://www.glenveagh.ie/nomination-committee-terms-of-reference)

On behalf of the committee, I am pleased to present the Nomination Committee report for the financial year ended 31 December 2022.

2022 was a year of transition for the Board, its committees and for the senior executive team. As announced at the 2021 AGM, I transitioned to the role of Non-executive Chairman with effect from 1 January 2022 and, as part of the succession planning for the smooth transition of my executive functions, the composition of the Group's executive committee was expanded with Tony McLoughlin (Managing Director – Planning, Design, Manufacturing and Operations), Wesley Rothwell (Chief Commercial Officer), Conor Murtagh (Chief Strategy Officer) and Barney O'Reilly (Head of Construction) joining the Executive Directors. Throughout 2022, the committee continued its engagement with management in relation to succession planning for these key Executives within the business.

Following Richard Cherry's decision not to seek re-election at the 2022 AGM, the committee reviewed all Board committee structures and Directors' responsibilities, and the following changes were recommended to the Board and approved with effect from the conclusion of the AGM:

- > Pat McCann assumed the chair of the Remuneration Committee;
- > I succeeded Pat as the chair of this committee, though he remains a member of the committee; and
- > Pat also joined the Audit & Risk Committee.

Arising from the review of Board and committee composition during the year, the committee conducted an RFP in Q4 2022 to select an executive search provider to advise us, as we begin the process of identifying and appointing a new Independent Non-executive Director. Further details in relation to the appointment process are provided on page 83 of this report.

The Board is committed to achieving the targets set by Balance for Better Business for ISEQ 20 companies and by the FCA for UK-listed companies, though we acknowledge that the Board composition as at 31 December 2022 did not meet these targets. A detailed breakdown of Board diversity is provided on page 84 of this report. This committee will remain cognisant of these diversity and inclusion targets, as well as investor and stakeholder expectations in this regard, as we proceed through the nominations process in early 2023.

CODE PRINCIPLE: COMPOSITION, SUCCESSION AND EVALUATION CONTINUED

NOMINATION COMMITTEE REPORT CONTINUED

Committee's key roles and responsibilities

As a committee our responsibilities include:

- > Regularly reviewing the structure, size and composition (including skills, experience and knowledge) of the Board and other senior management positions and making recommendations to the Board with regard to any proposed changes;
- > Leading the process for appointments and ensuring that a formal, rigorous and transparent procedure is undertaken for effective and orderly succession to both Board and senior management positions;
- > Promoting the development of greater diversity at Board-level and reviewing the Board diversity policy on an annual basis; and
- > Reviewing the results of the annual Board performance evaluation process that relate to the composition of the Board and the time commitment required from Non-executive Directors.

Committee activities in 2022

March 2022

- > Discussed and considered the results of the 2021 Board evaluation in relation to Board and committee composition and Directors' responsibilities and time commitments.
- > Reviewed Board and committee structure, size and composition.

May 2022

- > Reviewed and discussed the Board skills matrix as a basis for preparing a draft candidate specification for a potential new Independent Non-executive Director.
- > Continued discussions in relation to Board succession and the potential initiation of an RFP to appoint a third-party executive search adviser.

December 2022

- > Considered RFP responses received from three potential third-party executive search advisors.
- > Considered and approved an initial draft candidate specification for the proposed new Non-executive Director appointment.

PROCESS FOR BOARD APPOINTMENTS

The process for Board appointments involves the committee first appointing a search agent for the assignment, following which it reviews and approves an outline of the role specification for the new appointee. The committee meets the search agent to discuss the specification and the search, following which the agent prepares an initial longlist of candidates. The committee defines a shortlist and holds interviews and ultimately, the committee makes a recommendation to the Board for its consideration. Following Board approval, and in line with the requirements of the FCA and Euronext Dublin listing rules, the appointment is announced to the market.

Following a detailed RFP process in Q4 2022, Odgers Berndtson (an executive search firm with no other connections to the Company or its Directors) was selected by the committee to advise on the appointment of a new Independent Non-executive Director in early 2023.

Step 01

The committee appoints a search agent and reviews and approves an outline brief and role specification.

Step 02

The agent prepares an initial longlist of candidates.

Step 03

The committee then selects a shortlist and hold interviews.

Step 04

The committee makes a recommendation to the Board for its consideration.

Step 05

Following Board approval, the appointment is announced in line with the requirements of the FCA and Euronext Dublin listing rules.

CODE PRINCIPLE: COMPOSITION, SUCCESSION AND EVALUATION CONTINUED

NOMINATION COMMITTEE REPORT CONTINUED

Board composition

The Board is currently comprised of seven Directors: the Non-executive Chairman, two Executive Directors and four Independent Non-executive Directors. As part of the annual Board evaluation process, the Board reviewed the overall balance of skill, experience, knowledge and independence of the Board and its committees. The Board is satisfied that it is of an appropriate size for the requirements of the business and that its composition provides a suitable balance of skills and experience across a number of industry sectors including construction, property development, capital markets, legal and financial services, which equip the Board members in effectively discharging their duties to the Company and its shareholders. The Board is satisfied that the balance of Executive and Non-executive Directors is suitable to facilitate constructive and effective challenge and debate.

Appointments to the Board

The Nomination Committee is responsible for leading the process for new Director appointments and has established a formal, rigorous and transparent procedure for the selection and nomination of

candidates to the Board. There were no new appointments to the Board during 2022, but during the year the committee commenced the process of identifying a new Independent Non-executive Director following Richard Cherry's decision to step down from the Board.

Re-election

All Directors submit themselves for re-election at the Company's AGM.

Board diversity

The Board has adopted a Board diversity policy, intended to assist it, through the Nomination Committee, in achieving optimum Board and committee composition. The Board recognises the clear benefits of a diverse Board including diversity of experience, skills, background and gender and agrees that these differences should be considered in determining the optimum board composition. While all Board appointments are made on merit and with regard to the skills and experience that the Board requires to be effective, it is the Company's policy to develop over time the diversity of its Board without compromising the calibre of new Directors.

The Nomination Committee reviews the Board diversity policy annually, including assessing its effectiveness, and will discuss any revisions that may be required, recommending any such revisions to the Board for approval.

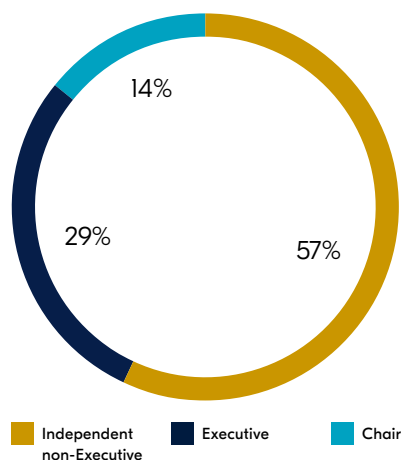
Through the ESR committee, the Board has approved targets for diversity and aims to reach 40% female representation and at least one Director from a minority ethnic group. Currently, female Directors account for 29% of the Board; there are no Directors who self-disclose as being from minority ethnic groups. Below Board level, female employees accounted for 14% of the senior management as at 31 December 2022, as defined by the Code, and 27% of senior management direct reports.

Directors' induction, training and development

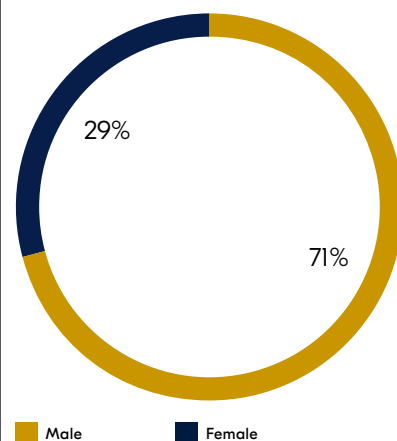
The Board has established a formal induction process for new Non-executive Directors, providing them with a comprehensive understanding of their role and responsibilities as Directors, the business of the Group and the operations of the Board. The induction of Non-executive Directors is overseen by the Chairman with the assistance of the Company Secretary and includes meetings with respective management teams in each of the Group's business

BOARD COMPOSITION

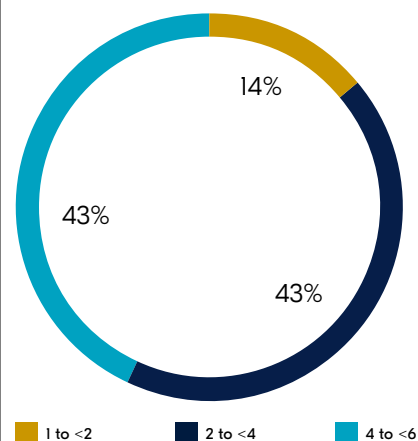
Balance of Executive and Non-executive Directors



Balance of male and female Directors



Length of tenure of Directors



CODE PRINCIPLE: COMPOSITION, SUCCESSION AND EVALUATION CONTINUED

NOMINATION COMMITTEE REPORT CONTINUED

lines and site tours of live construction projects. Newly appointed Directors have access to the Company Secretary's assistance and guidance around the workings of the Board, in addition to the experience gained with attendance at regular meetings. The Board is committed to continued training and development and all Directors receive regular updates on the Group's projects and activities and are encouraged to attend site tours facilitated by the Executive Directors. Directors also receive updates from the Company Secretary on legal and regulatory matters.

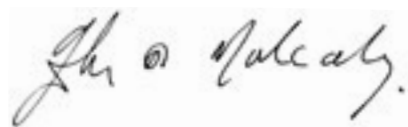
Annual Board evaluation

The Code specifies that the Board should undertake a formal and rigorous annual evaluation of its own performance and that of its committees and individual Directors, and that the Board should also have an externally facilitated evaluation at least once, every three years.

2020 was the first year of the Board's three-year review cycle. An external evaluation was conducted by the Institute of Directors in Ireland, to provide the Board with greater insights into its performance and to identify opportunities to improve its effectiveness. In 2021, the Board undertook an internally facilitated review by way of a comprehensive questionnaire to assess its performance and effectiveness. Some areas highlighted by the 2021 evaluation for potential improvement, and the agreed action items for implementation during 2022, are summarised in the adjacent table. The 2022 evaluation, being the third year of our cycle, was comprised of a questionnaire-based internal evaluation.

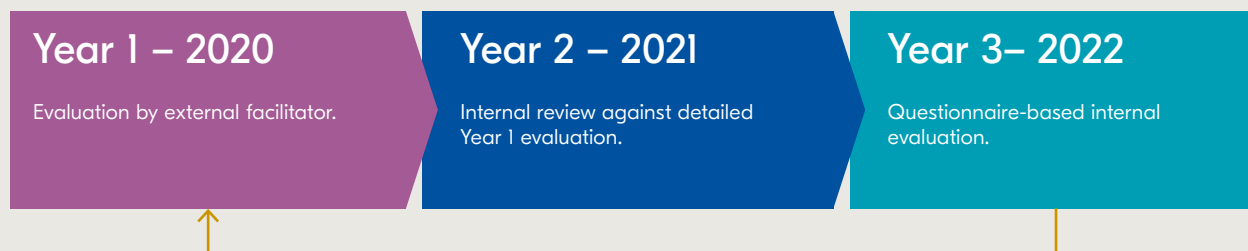
As part of the annual evaluation process, the Chairman also conducted one-on-one meetings with each individual Director, and the Senior Independent Director met with the Non-executive Directors to evaluate the performance of the Chairman during the year.

Having carefully considered the results of the 2022 Board evaluation in their totality, the Directors are satisfied with the effectiveness of the Board and its committees, and with the performance of the Chairman and the individual Directors.



John Mulcahy
Chair, Nomination Committee

BOARD EVALUATION



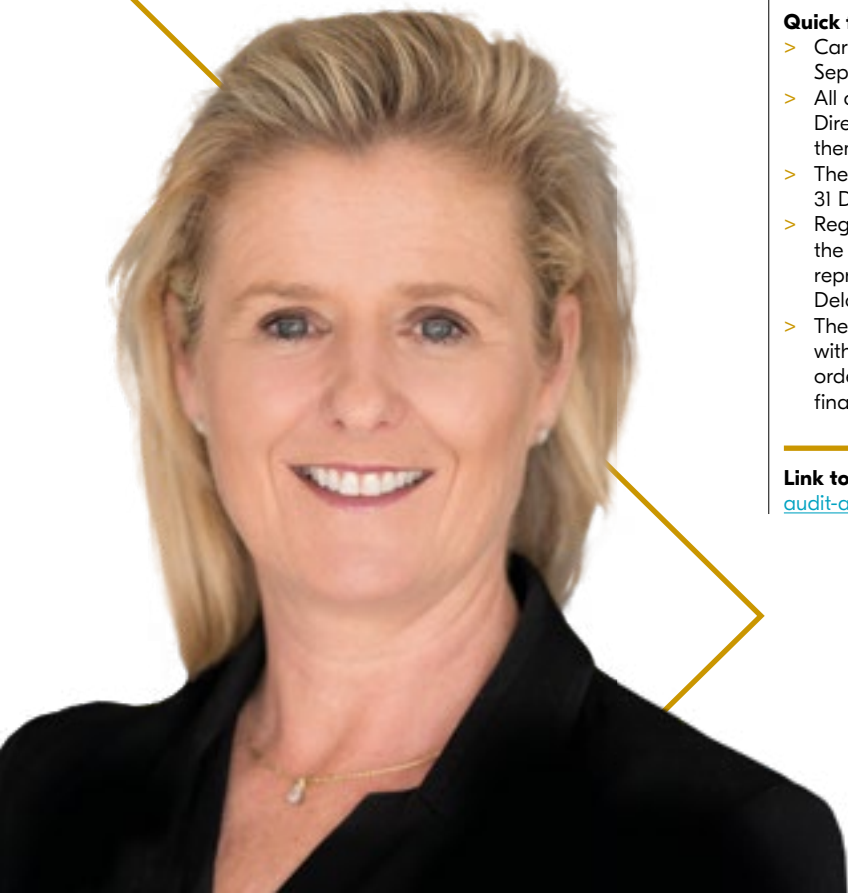
Focus areas highlighted in the 2021 review	Progress during 2022	Focus areas arising from 2022 review
The Board will continue to enhance its engagement with key stakeholders in the business, building on the work of the newly established ESR Committee.	During 2022, the Board engaged with key stakeholders across the Group. Details in relation to the Board's engagement with stakeholders are provided on page 80.	The Board will work to expand its meaningful engagement with all principal stakeholders and enhance its understanding of their interests and concerns.
The Board will prioritise in-person engagement between the Directors, both formally and informally, as COVID-19 restrictions are lifted.	In line with the easing of COVID-19 restrictions, the Board met in-person for all nine meetings held during 2022. In addition to formal Board meetings, the Board also convened for strategy and training sessions.	The Board will continue the development of Non-executive Directors through training on areas of operational focus for the business.
The Board will review and assess the structure and composition of the Board committees during the year, while also encouraging cross-committee interaction where appropriate.	The Nomination Committee reviewed all Board committee structures and Directors' responsibilities following Richard Cherry's decision not to seek re-election at the 2022 AGM and changes were recommended to the Board and approved with effect from the conclusion of the AGM.	Following Richard Cherry's departure in 2022, the Nomination Committee will focus on identifying a suitable new Independent Non-executive Director for recommendation to the Board in early 2023.
The Board will continue its work in relation to medium, and long-term succession planning for the Board and ExCo.	As part of the succession planning for the smooth transition of John Mulcahy's executive functions in 2022, the composition of the Group's ExCo was expanded.	Following the expansion of the ExCo in 2022, the Board will focus on succession planning for the Executive Directors.

CODE PRINCIPLE: AUDIT, RISK AND INTERNAL CONTROL





AUDIT AND RISK COMMITTEE REPORT

Audit and Risk Committee Report

Chair, Audit and Risk Committee
Cara Ryan



Committee members and attendance

Name	Position	Attendance
Cara Ryan	Chair	
Robert Dix	Member	
Pat McCann	Member	
Richard Cherry	Member	

Quick facts

- > Cara Ryan has chaired the Audit and Risk Committee since September 2020.
- > All committee members are Independent Non-executive Directors in line with the Code, and the Board considers them to have an appropriate level of experience.
- > The committee met five times during the year ended 31 December 2022.
- > Regular attendees at committee meetings include the Chair, the Executive Directors, the Group Financial Controller and representatives from KPMG LLP (the 'External Auditor') and Deloitte (the 'Internal Auditor').
- > The committee meets with the Internal and External Auditors without management being present, on an annual basis in order to discuss any issues which may have arisen during the financial year.

Link to terms of reference

[audit-and-risk-committee-terms-of-reference \(glenveagh.ie\)](https://www.glenveagh.ie/audit-and-risk-committee-terms-of-reference)

On behalf of the committee, I am pleased to present the Audit and Risk Committee ('ARC') report for the financial year ended 31 December 2022. The composition of the committee is outlined in the table to the left; all committee members are Independent Non-executive Directors in line with the Code.

The committee continues to focus its efforts on assisting the Board by proactively managing its core areas of responsibility: the integrity of the Group's financial reporting, risk management and internal control and assurance processes. The principal duties and responsibilities of the committee together with an overview of its activities for the year have been outlined in detail on pages 88 and 89 and summarised in the table on page 87.

Committee's key roles and responsibilities

The Board believes the ARC to be a central pillar for effective corporate governance by providing independent and impartial oversight of the Company's relevant functions. As a committee, our responsibilities include:

- > Monitoring the integrity of the Group's financial statements including reviewing significant financial reporting issues, judgements and other supplementary financial information contained in formal announcements and communications;
- > Providing advice on whether the Annual Report and financial statements, taken as a whole, is fair, balanced and understandable and provides the necessary information for shareholders to assess the Group's position and performance, business model and strategy;
- > Reviewing internal financial controls and the Group's internal control and risk management systems;
- > Reviewing the effectiveness of the audit process and the independence and objectivity of the external auditor;
- > Monitoring and reviewing the effectiveness of the Group's Internal and External Auditors;
- > Developing and implementing policy on engaging the External Auditor to supply non-audit services, taking into account relevant guidance;
- > Approving the External Auditor's remuneration and terms of engagement, and making recommendations about its re-appointment;
- > Receiving updates on the work undertaken to improve the Group IT and cyber security capabilities; and
- > Reporting to the Board on how the committee has discharged its responsibilities.

CODE PRINCIPLE: AUDIT, RISK AND INTERNAL CONTROL CONTINUED

AUDIT AND RISK COMMITTEE REPORT CONTINUED

Committee activities in 2022

March 2022	May 2022	September 2022	October 2022	November 2022
<ul style="list-style-type: none"> > Reviewed the Annual Report to ensure it was fair, balanced and understandable and provided information enabling an assessment of Glenveagh's position and performance, business model and strategy. 	<ul style="list-style-type: none"> > Received and considered the internal audit update. 	<ul style="list-style-type: none"> > Reviewed and considered the internal audit update. 	<ul style="list-style-type: none"> > Received and considered a review of the risk management process. 	<ul style="list-style-type: none"> > Reviewed and considered the internal audit update.
<ul style="list-style-type: none"> > Reviewed the External Auditor's year-end report, including independence considerations. 	<ul style="list-style-type: none"> > Received updates on the Company's deep-dive on climate risk presentation and on climate risk and opportunities. 	<ul style="list-style-type: none"> > Reviewed structure, organisation and resources. 	<ul style="list-style-type: none"> > Received and considered the principal risks to the business which included external and operational risks. 	<ul style="list-style-type: none"> > Received and considered KPMG's audit plan and strategy 2022.
<ul style="list-style-type: none"> > Considered the net realisable value of inventories. 		<ul style="list-style-type: none"> > Considered next steps on 2022 sustainability workplan update. 		<ul style="list-style-type: none"> > Reviewed and considered the PLC obligations register.
<ul style="list-style-type: none"> > Reviewed the full-year financial report announcement, the Annual Report; and papers in relation to: <ul style="list-style-type: none"> > year-end accounting matters. > the preparation of the financial statements on the going-concern basis (see also Note 7 to the Group financial statements). > the making of a going concern and viability statement recommendation to the Board. > the making of the Director's compliance statement recommendation to the Board. > the making of management representations. 		<ul style="list-style-type: none"> > Discussed in detail the 2022 interim financial results. > Received and considered the KPMG interim review findings report. > Considered and approved the 2022 interim financial statements and letter of representation. 		<ul style="list-style-type: none"> > Undertook the annual review of Company policies. > Undertook the annual review of the committee's terms of reference.

Each scheduled meeting considered Directors' interests and reviewed risk register updates.

CODE PRINCIPLE: AUDIT, RISK AND INTERNAL CONTROL CONTINUED

AUDIT AND RISK COMMITTEE REPORT CONTINUED

Financial reporting and compliance

The committee reviewed, prior to their publication, the Group's Annual Report and financial statements and half-year and year-end results announcements issued during the year. The committee assessed whether suitable accounting policies had been adopted in the preparation of the results for the relevant period and whether management had made appropriate estimates and judgements. In particular, the committee focused on areas that involved a significant level of judgement or complexity. The committee also considered the view expressed by the External Auditor, KPMG, in making these assessments.

The primary issue considered by the committee in relation to the financial statements for the financial year ended 31 December 2022 was the Group's assessment of the carrying value of inventory at the reporting date, and profit recognised on completed units during the year.

The committee assessed the Group's ability to continue as a going concern and its viability statement prior to recommending both for approval by the Board. The committee considered the actual and potential implications on the Group's financial performance and position against the macro-economic environment and because of environmental or sustainability risks. These considerations included but were not limited to the impact on selling prices and strategies, development costs and construction programmes and put a focus on the adequacy of liquidity when reaching its conclusion.

During the financial year, the committee reviewed and recommended the Group's 2021 Annual Report and the condensed financial statements for the half-year ended 30 June 2022 to the Board for approval. The committee's review of the Annual Report and financial statements considered whether, taken as a whole, it was fair, balanced and understandable and provided the information necessary for shareholders to assess the Group's position and performance, business model and strategy. Having considered this, the committee confirmed to the Board its approval of the Annual Report and financial statements.

The committee considered the requirements of the Irish Companies Act 2014 in relation to the Directors' Compliance Statement and is satisfied that appropriate steps were taken to ensure compliance by the Group with these requirements.

Risk management and internal controls

The committee acknowledges its role to oversee the Group's risk management framework and internal-controls processes. This framework has been in place from the start of the financial year to the approval date of the 2022 Annual Report and financial statements and is set out on pages 57 to 66 of the strategic report.

The Group's internal controls manage risk and provide reasonable assurance against events or conditions that may result in material misstatement or loss to the Group. Internal control processes are regularly reviewed by the committee including an annual review by the Board of Directors through the Directors' Compliance Statement

process. Throughout the year, the committee continued to engage with Group management to ensure that robust internal controls and risk management systems continue to apply.

The committee undertook an annual review of the Group's risk management and internal controls framework in October. The review focused on the strategic risks and internal controls to address these risks. This included:

- > Assessment of the principal and emerging strategic risks faced by the Group;
- > The key internal controls in place and their effectiveness to mitigate and manage these risks; and
- > Determining scoring thresholds and risk ratings.

The risk register and the principal risks and uncertainties faced by the Group are outlined on pages 59 to 66 of this report. We have also discussed with Group management the additional work completed in respect of the viability and going concern statements to seek to assess the impact, in the short-to medium-term, of environmental and sustainability risks on the prospects of the Group.

The committee's key priorities for the year ahead will include a continued focus on assisting the Group with cyber security, emerging environmental and sustainability considerations and ensuring recommendations from Group internal audit reviews are implemented on time, and giving effect to the actions from the reviews of the Group internal audit function.

Significant issue considered

Carrying value of inventory

The carrying value of the Group's inventory was €685.8 million at 31 December 2022 which comprises the cost of development land and development rights acquired, and the costs of the work completed thereon to date. Inventory is required to be carried at the lower of cost and net realisable value.

At 30 June and 31 December 2022, management undertook an exercise to assess the net realisable value of the inventory balance in order to assess the carrying value at that date. There is a significant level of estimation involved in this exercise which includes a review of future cash flows associated with each individual site in order to validate current profitability projections which are also the key determinants of profit recognition as sales complete. As part of the assessment, the Group has re-evaluated its most likely exit strategies on all developments in the context of the current market environment and reflected these in revenue assumptions within the forecast models. The results of the exercises determined that no net adjustment to the carrying value was required at 30 June 2022 and 31 December 2022.

Committee activity

Management presented a summary of its review to the committee which included information in relation to the cross-functional approach taken to the net realisable value calculations, its policy for profit recognition on completed units, as well as the review process undertaken by senior management. Management's presentation included a summary of the results of the review for each development site with key assumptions highlighted for discussion.

The committee robustly challenged management on the additional work completed in respect of the carrying value of inventory both at 30 June 2022 and 31 December 2022, to seek to assess the impact of the macro-economic environment and sustainability and environmental issues on the profitability of the Group's development sites and to understand the different scenario analysis completed.

The committee considered the six-month interim approach and financial year-end approach to the net realisable carrying value of the inventory balance. It also considered the External Auditor's conclusion regarding management's assessment that no net impairment charge or reversal was required at 30 June 2022 and 31 December 2022.

Based on the results of the process undertaken by management, the committee was satisfied with the carrying value of inventory at year-end and the profit recognised in the consolidated statement of profit or loss on units closed in 2022.

CODE PRINCIPLE: AUDIT, RISK AND INTERNAL CONTROL CONTINUED

AUDIT AND RISK COMMITTEE REPORT CONTINUED

Assurance oversight

Internal audit

The committee is responsible for the scope and operation of the internal audit function. The committee approves and monitors the planned work of internal audit which is informed by the strategic risk areas for the business and considers any identified ineffective controls and findings. The committee places a particular focus on control weaknesses identified by internal audit and the remediation plans put in place by management. A bi-annual update is provided to the committee by internal audit on the remediation plan progress made by management.

The committee met representatives from the Internal Auditor on four occasions during the financial year and considered the findings from their reviews of planning, procurement, internal financial controls, project management, cyber security and human resources. During the year, the committee considered the frequency of internal audit reviews in the context of the current and future scale of the business. To ensure the scope, extent and effectiveness of the internal audit function is appropriate the committee approved six internal audit reviews in the 2023 financial year.

External auditor

Audit effectiveness

KPMG were appointed as the Group's External Auditors in 2017. During 2021, the committee reviewed KPMG's reports on its 2021 audit and interim review for the six months ended 30 June 2022. It also reviewed and approved KPMG's audit plan in respect of the audit for the year ended 31 December 2022.

The effectiveness of the external audit process is assessed by the committee, which meets regularly throughout the financial year with the audit partner, with and without management. In conducting this review, the committee concluded that the audit process as a whole had been conducted robustly and that the team selected to undertake the audit had done so thoroughly and professionally.

The committee considers and makes recommendations to the Board, to be put to shareholders for approval at the AGM, in relation to the appointment, re-appointment or removal of the External Auditor. KPMG attended four committee meetings in 2022.

In assessing the independence and objectivity of the External Auditor, the committee considered the internal processes which the External Auditor has in place to ensure their independence and

objectivity is monitored and reviewed sufficiently. The committee considered senior management's satisfaction with KPMG.

Auditor independence and non-audit services

KPMG has formally confirmed its independence to the committee. To further ensure independence, the committee has a policy on the provision of non-audit services by the External Auditor that seeks to ensure services provided by the External Auditor are not, or are not perceived to be, in conflict with auditor independence. Analysis of fees paid or payable in respect of services provided by KPMG in the financial year are analysed in the table below:

	€'000
Audit fees	255
Non-audit fees	
Interim review fees	20
Tax services fees	73
Other non-audit services	20
Total	368

At the end of the financial year, non-audit fees paid to KPMG represented 44% of total audit fees.

It is the Group's practice to engage KPMG on assignments in addition to its statutory audit duties where its expertise and experience with the Group is important. KPMG provided certain tax services in the financial year which were considered and deemed appropriate by the committee.

The committee has approved a policy on the use of the External Auditor for non-audit services and continually monitors the ratio of audit to non-audit fees, acknowledging the legislation requiring fees for non-audit services to be capped at 70% of the average statutory audit fee over the previous three year period. Further, in reviewing non-audit services provided by the External Auditor, the committee considers whether the non-audit service is a permissible service under the relevant legislation, and any real or perceived threat to the External Auditor's independence and objectivity to include, among other considerations, a review of: the nature of the non-audit services; whether the experience and knowledge of the external auditor makes it the most suitable supplier of the non-audit services; and the economic importance of the Group to the External Auditor. The policy on the supply of non-audit services includes a case-by-case assessment of the services to be provided and the costs of

the services by the External Auditor considering any relevant ethical guidance on the matter.

Whistleblowing, fraud and anti-bribery

The Group has whistleblowing, fraud and anti-bribery policies and reporting procedures in place that have been reviewed and approved by the Board. The policies are detailed in the employee handbook and published on the Group's intranet. All employees are required to acknowledge and confirm that they have read and understand these policies. Any reported cases of whistleblowing, fraud and bribery or alleged breach of these policies are appropriately investigated, with the results reported to the committee.

I am pleased to conclude that the ARC has met its obligations for 2022 and is looking forward to further adapting the Group's risk management framework to respond to the opportunities and challenges that 2023 will bring as the Group continues to deliver on its strategic objectives.



Cara Ryan

Chair, Audit and Risk Committee

CODE PRINCIPLE: REMUNERATION

REMUNERATION COMMITTEE REPORT

Remuneration Committee Report

Chair, Remuneration Committee
Pat McCann



Committee members and attendance

Name	Position	Attendance
Pat McCann	Chair	■■■■■
Cara Ryan	Member	■■■■■
Camilla Hughes	Member	■■■■■
Richard Cherry	Member	■■■

Quick facts

- > Pat McCann has chaired the Remuneration Committee since April 2022.
- > All committee members are Independent Non-executive Directors, in line with the Code.
- > The committee met six times during the year ended 31 December 2022.

Link to terms of reference

[remuneration-committee-terms-of-reference \(glenveagh.ie\)](https://www.glenveagh.ie/remuneration-committee-terms-of-reference)

On behalf of the committee, I am pleased to present our Remuneration Committee report for the financial year ended 31 December 2022, which contains:

- > The current Directors' remuneration policy, which was approved at the AGM on 28 April 2022; and
- > The annual remuneration report, describing how the policy has been put into practice in 2022 and how it will be implemented in 2023.

Committee's key roles and responsibilities

The principal responsibilities and duties of the Remuneration Committee include:

- > Setting the remuneration policy for the Executive Directors including pension rights and any other compensation payments;
- > Recommending and monitoring the level and structure of remuneration for senior management;
- > Reviewing the ongoing appropriateness and relevance of the remuneration policy, taking into account all factors which it deems necessary, including the risk appetite of the Group and alignment to the Group's long-term strategic goals and culture;
- > Reviewing the total individual remuneration package of each Executive Director and other designated senior executives including any bonuses, incentive payments and share options or other share awards; and
- > Overseeing any major changes in employee benefits structures throughout the Group.

Performance during 2022

As explained throughout this Annual Report, Glenveagh performed strongly in 2022 across all segments of the business, with our highest suburban unit deliveries to date and significant progress achieved in the monetisation of our urban land portfolio.

This performance did not happen by accident as it relies on good leadership and strong operational teams to deliver a highly consistent quality product. The Remuneration Committee pays close attention to the retention and rewards for the entire workforce. While the committee's remit is to focus on senior management, we feel it is important to look at the rewards for the wider workforce in making our decisions on senior management total remuneration. We recognise that there needs to be alignment across the entire workforce and we set out to be fair and reasonable in all our deliberations. I am delighted to report that there is a wide range

CODE PRINCIPLE: REMUNERATION CONTINUED

REMUNERATION COMMITTEE REPORT CONTINUED

Committee activities in 2022

January 2022	March 2022	April 2022	September 2022	October 2022	December 2022
<ul style="list-style-type: none"> > Concluded shareholder consultation on the proposed new remuneration policy for 2022. > Finalised 2021 bonus pay-out level. > Approved 2022 Bonus Metrics. > Approved targets for the 2022 LTIP award. > Reviewed remuneration for the new ExCo members and the Company Secretary. 	<ul style="list-style-type: none"> > Authorised the issue and allotment of shares to satisfy the exercise of vested LTIP option awards. > Authorised the application to Euronext Dublin and the London Stock Exchange for a block listing of shares to satisfy LTIP options at exercise. > Approved the establishment of a restricted share trust for the purpose of holding shares that are subject to restrictions on disposal. 	<ul style="list-style-type: none"> > Approved and adopted the amended LTIP Rules, following shareholder approval at the AGM. > Approved the 2022 LTIP award grants. 	<ul style="list-style-type: none"> > Initiated a formal RFP process for the committee's external remuneration adviser. > Received an update on the work of employee share plan providers in Ireland to try and find an alternative savings carrier for the Revenue-approved SAYE Scheme following Ulster Bank's decision to leave the Irish market. 	<ul style="list-style-type: none"> > Considered the external remuneration adviser RFP presentations. > Approved the appointment of Ellason as external remuneration adviser to the committee. > Authorised the issue and allotment of shares to satisfy the exercise of SAYE options. > Authorised the application to Euronext Dublin and the London Stock Exchange for a block listing of shares to satisfy SAYE options at exercise. 	<ul style="list-style-type: none"> > Considered the projected vesting outcome of the 2020 LTIP based on the performance period ending 31 December 2022. Received advice from Ellason in relation to the potential adjustment of the 2020 LTIP vesting outcome. > Reviewed current progress of 2022 bonus metrics versus target. > Annual review of committee terms of reference.

of benefits available to all the workforce. Glenveagh pays competitive basic salaries with bonus structures for performance, in addition to providing pension schemes, private health insurance, employee assistance programs, access to the Laya wellbeing studio and a host of other benefits including further education to help our people grow. The committee has been unable to roll out a Save As You Earn ('SAYE') share scheme to employees for a number of years due to the absence of a savings carrier in the Irish market, however we are committed to reviving the SAYE as soon as a new savings carrier is in place. The SAYE scheme has proven to be extremely popular in previous years and the committee looks forward to rolling it out to employees again in the future. The committee's deliberations in 2022 focused on the retention of the truly fantastic team in place within Glenveagh. The market for talent is very competitive and the committee is very aware of what is happening in the sector. Glenveagh is not just competing for talent with Irish companies, as many international companies are also recruiting in Ireland. The committee is firmly of the belief that the Group has a great team of people in place to deliver the future growth strategies for Glenveagh, and that it is therefore essential that the Group continues to grow and nurture all its people.

Remuneration outcomes for 2022

2022 annual bonus outcome

Given the level of business performance during the year, the Executive Directors were successful in achieving the maximum annual bonus for 2022. The committee was very pleased with management's execution and delivery during the year to ensure that Glenveagh finished 2022 with a strong set of results.

Bonuses for 2022 were payable to the Executive Directors at 100% of maximum as a result, which the committee believes was wholly appropriate in light of the performance throughout the year. Full details of the specific bonus targets, the outcomes achieved and the resulting level of bonus payments are provided on page 99 of this report. In line with the new remuneration policy, the 2022 annual bonus payments to the Executive Directors were subject to one-third deferral into shares, which must be held for a minimum of two years.

2019 LTIP outcome

The performance period for the 2019 long-term incentive plan ('LTIP'), in which Michael Rice, the CFO, was a participant, ended in April 2022. Following assessment of performance against the 2019 LTIP targets, the vesting outcome for the awards was 100% of maximum for all participants, including the CFO.

Conclusion of the founder share scheme

The final testing period for the legacy founder share scheme, in which the Chairman and the CEO participated, ended in June 2022. The final performance condition related to the Company's share price was not satisfied and therefore no founder shares were converted to ordinary shares during 2022. Further details in relation to the winding up of the expired founder share scheme can be found on page 103.

2020 LTIP outcome

The performance period for the 2020 LTIP, in which the CFO was a participant, ended on 31 December 2022. The 2020 LTIP award was granted in February 2020 and had a three-year vesting period. The award was subject to two equally weighted performance conditions: 50% absolute total shareholder return ('TSR') and 50% earnings per share ('EPS').

As allowed under the Code, the committee reviewed the vesting outcome in early 2023, to ensure that it was fair and appropriate in the context of the overall performance of the business and the experience of our stakeholders. The committee did not consider the formulaic vesting out-turn to be a fair reflection of the strong performance of the business and management team over the performance period. For this reason, the committee exercised discretion in respect of one of the performance metrics for senior management LTIP participants.

CODE PRINCIPLE: REMUNERATION CONTINUED

REMUNERATION COMMITTEE REPORT CONTINUED

The committee engaged with major shareholders in early 2023 in relation to this decision, and sought shareholder support to exercise the same level of discretion in respect of the CFO, as the committee felt strongly that it was important to treat all participants consistently. The CEO was not a participant in the 2020 LTIP. We are committed to open and transparent engagement with shareholders in relation to remuneration, and we were greatly encouraged by the level of responsiveness and support received from our major shareholders for our proposed exercise of discretion in respect of the 2020 LTIP.

As a committee, we are aware that the use of discretion in relation to the CFO's 2020 LTIP award will be scrutinised carefully by investors and other interested parties. We strongly believe that the use of discretion was fair and appropriate to ensure that the vesting outcome for the CFO was aligned with the performance of the company and the experience of stakeholders, and is necessary for his continued retention and incentivisation.

Full details in relation to the performance outcome, formulaic level of vesting, and the subsequent level of discretion exercised by the committee are set out on page 101.

Remuneration in 2023

Base salaries

The base salary of the CEO increased to €600,000 in 2022 under the new remuneration policy, and, for the CFO to €400,000. In light of the recent step-up in base salary for the Executive Directors, which was disclosed in last year's report and approved by shareholders at the end of April 2022, the salary levels for the Executive Directors remain unchanged for 2023.

Annual bonus

The CEO and CFO will continue to participate in the annual bonus scheme. For 2023 the financial measures remain unchanged from 2022, consisting of profit before tax ('PBT') (50%) and operating margin (20%). Non-financial performance will continue to be assessed based on health and safety (15%) and customer satisfaction (15%) measures and assessed in a similar way as in previous years by input from externally managed surveys and audits.

All the measures selected are critical indicators of Glenveagh's ability to meet its strategic objectives over the short-term. The specific targets have been set in the context of the business environment for the year and will be disclosed in the 2023 remuneration report. For 2023 the annual bonus opportunity will

remain unchanged from 2022, at 150% and 125% of base salary for the CEO and the CFO respectively, in line with the new policy. Two-thirds of the annual bonus will continue to be paid in cash, the remainder will be deferred into shares for a minimum of two years.

LTIP

The CEO and CFO will continue to participate in the LTIP, with awards levels for 2023 unchanged from 2022 at 200% and 175% of salary for the CEO and CFO respectively.

Further detail in relation to target-setting for the 2023 LTIP awards is set out on page 100.

Pension contributions

Over the last number of years, the committee has worked towards achieving pension alignment between the Executive Directors and the average workforce. In line with our new remuneration policy, pension contributions for the Executive Directors reduced from 15% to 5% of salary with effect from 1 January 2023. As a result, pension contributions for the Executive Directors are now aligned to the wider workforce.

Wider workforce

The Board remains cognisant of the importance of retaining key staff across all levels of the wider organisation as we progress our ambitious growth plans for the business. The Board recognises the importance of rewarding our workforce fairly and competitively to ensure the incentivisation of the people we need to attract and to retain across our business segments. In 2022 the committee considered matters relating to workforce remuneration, particularly the cost of living pressures experienced in Ireland. As a result, average workforce salaries were increased by 3% with effect from 1 January 2023. Further detail in relation to the committee's wider employee remuneration considerations are provided on page 96.

During 2022, the Board, through the ESR Committee, received and considered the Group's first reporting under the Gender Pay Gap Information Act 2021. In conjunction with the work of the ESR Committee, this committee will maintain an ongoing focus on the Group's gender pay gap in 2023.

UK Corporate Governance Code

Glenveagh continues to support the principles and provisions of the Code, though the committee and the Board acknowledge Glenveagh's departure from provision 41 of the Code concerning engagement with the workforce in relation to executive remuneration.

As recommended by the Code, Glenveagh's remuneration policy and its implementation are designed to support the strategy of the business and promote long-term sustainable success. This Remuneration Committee report explains the policy in a transparent and straightforward manner, with sufficient detail provided to give shareholders a clear understanding of how the policy operates and the potential reward opportunities available to the Executive Directors. There is a clear link between the performance of the Group and the rewards available to individual Directors. The policy has a relatively conventional structure and unnecessary complexity has been avoided. There is consistency with Glenveagh's broader culture of rewarding excellent performance across the organisation, and strong alignment with the interests of shareholders and wider stakeholders.

External advisers

During 2022, the committee undertook a formal tender process for the appointment of its remuneration adviser. Following the conclusion of this process, the committee selected Ellason as its independent remuneration consultants and they succeeded Korn Ferry with effect from October 2022.

Ellason are members of the Remuneration Consultants Group and signatories to its code of conduct, and all advice is provided in accordance with this code. The committee has satisfied itself that the advice provided by Ellason is robust and independent.

Annual General Meeting

As noted above, the committee consulted with major shareholders at the outset of 2023 on its proposal to exercise discretion in relation to the CFO's 2020 LTIP. We remain grateful for the time taken by shareholders to consider our proposal and to provide their feedback, which was supportive of our intentions as a committee.

Shareholder approval will be sought at the AGM for the usual advisory vote on this Remuneration Committee report. I hope you will support this resolution and, ahead of the AGM, I welcome any comments or feedback you may have on the committee's activities in 2022, our plans for 2023, or any other relevant matters.



Pat McCann
Chair
Remuneration Committee

CODE PRINCIPLE: REMUNERATION CONTINUED

REMUNERATION COMMITTEE REPORT CONTINUED

DIRECTORS' REMUNERATION POLICY

The following table outlines the key elements of Glenveagh's remuneration policy, as approved by shareholders at the 2022 AGM.

Fixed remuneration		
Base salary		
Element/purpose	Operation	Maximum opportunity
To attract and retain high calibre individuals.	<p>Base salaries are normally reviewed by the committee annually in the last quarter of the year with any adjustments to take effect from 1 January of the following year.</p> <p>Factors taken into account in the review include the individual's role and level of responsibility, personal performance and developments in pay in the market generally and across the Group.</p> <p>Base salary for Executive Directors is inclusive of fees receivable by the Executive as a Director of the Group.</p>	<p>There are no prescribed maximum salaries or maximum increases. Increases normally reflect increases across the Group and in the market generally.</p> <p>However, increases may be higher or lower to reflect certain circumstances (whether temporary or permanent) such as changes in responsibility or in the case of newly appointed individuals to progressively align salary with market norms. In line with good practice, market movements will not be considered in isolation but in conjunction with other factors.</p>
Benefits		
To be competitive with the market.	In addition to their base salaries, Executive Directors' benefits currently include life and health insurance and a car allowance in line with typical market practice. Other benefits may be provided if considered appropriate.	No maximum levels are prescribed as benefits relate to each individual's circumstances.
Retirement benefits		
To attract and retain high calibre individuals as part of competitive package.	The Group operates a defined contribution pension scheme for Executive Directors. Pension contributions are calculated on base salary only.	Maximum contribution rate is set in line with the rate attributable to a majority of the wider workforce (currently 5%).

CODE PRINCIPLE: REMUNERATION CONTINUED

REMUNERATION COMMITTEE REPORT CONTINUED

Variable remuneration

Annual bonus

Element/purpose	Operation	Maximum opportunity
To reward the achievement of annual performance targets.	Individuals receive annual bonus awards based on the achievement of financial and/or non-financial targets.	The maximum award for Executive Directors as a percentage of base salary is 150%.
	Threshold, target and maximum performance levels will be set, with pro-rata payments between the points based on relative achievement levels against the agreed targets.	For 2023, the committee intends to apply the following maximum opportunities as a percentage of base salary:
	The financial KPIs ensure that employees are aligned with shareholders' interests and the parameters that the Group will be assessed on by the market in the long-term. The financial KPI targets will be set annually for the year ahead, based on the budget and strategic plan process carried out in Q3/Q4 of the preceding year. Appropriate details of the specific targets will be included on a retrospective basis in the Remuneration Committee report each year.	
	The committee retains discretion to adjust any award to reflect the underlying financial position of the Group.	

Long-term Incentive Plan (LTIP)

<p>To incentivise long-term sustainable performance by granting shares which vest subject to the achievement of targets which are linked to Glenveagh's business strategy and central to its long-term success.</p> <p>The LTIP also contributes to Glenveagh's long-term interests by ensuring alignment between participants and the interests of shareholders.</p>	<p>Senior executives are eligible to participate in the LTIP.</p> <p>The LTIP involves the grant of nil-cost options over ordinary shares to participants based on a percentage of their gross base salary.</p> <p>LTIP awards vest subject to the satisfaction of performance conditions over a three-year period. The committee selects the performance conditions ahead of each grant, taking into account Glenveagh's strategic priorities and business circumstances. A majority of the metrics chosen will be financial metrics.</p> <p>Full details of the chosen metrics and specific targets for recent awards and for awards to be granted in 2023 are set out on page 100.</p> <p>The vesting of any award is subject to committee discretion that it is satisfied the Group's underlying performance has shown a sustained improvement in the period since date of grant.</p> <p>LTIP awards are subject to a holding period of at least two years following the date of exercise of their options. Shares that are subject to a holding period post-exercise may be placed in a restricted share trust for the duration of the restricted period.</p>	<p>The LTIP rules permit awards to be granted up to 200% of base salary.</p> <p>The committee intends to make grants at the following levels in 2023 (as a percentage of base salary):</p> <table><tr><td>CEO</td><td>200%</td></tr><tr><td>CFO</td><td>175%</td></tr></table>	CEO	200%	CFO	175%
CEO	200%					
CFO	175%					

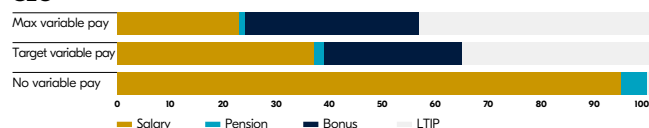
CODE PRINCIPLE: REMUNERATION CONTINUED

REMUNERATION COMMITTEE REPORT CONTINUED

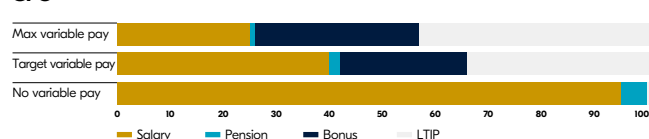
Relative proportion of fixed and variable remuneration

As indicated in the table above, the remuneration of the Executive Directors includes both fixed and variable remuneration. The charts below indicate the relative proportion of the fixed and variable remuneration for each Executive Director.

CEO



CFO



NOTES:

- (1) Max variable pay assumes a full annual bonus pay-out and the vesting of LTIP awards at the maximum level. No account has been taken of share price appreciation since the date of grant.
- (2) Target variable pay assumes a bonus pay-out at a target level of 50% of the maximum and LTIP vesting at a target level of 50% of the maximum.
- (3) No variable pay assumes no annual bonus pay-out and no LTIP vesting.
- (4) The value of benefits will fluctuate and therefore for simplicity have not been included in the charts.

Performance conditions

For both the annual bonus scheme and the LTIP, the committee sets performance conditions based on business circumstances and the key strategic priorities of the business at the time the targets are set. Specific targets are chosen based on the business plan and budget, the Board's expectations of performance and external market estimates (where relevant).

The performance conditions are designed to be relevant to achieving Glenveagh's vision that everyone should have the opportunity to access great-value, high-quality homes in flourishing communities across Ireland.

The performance conditions which apply to the annual bonus scheme to operate in 2023 are based on a mix of financial and non-financial criteria as set out below:

- > **Profit before tax:** This is considered to be the best profit measure to use for the bonus scheme as it takes into account depreciation, amortisation and interest on debt, and overall financing;
- > **Operating margin:** This ensures that management is focused on operating profit in the context of revenue growth;
- > **Health and safety:** Glenveagh's health and safety audit score is an indicator of the ability of the business to provide a safe working environment for our people. Among other things, this ensures we operate as a responsible employer and can attract and retain the best people in the industry. Safety audits are completed on a monthly basis by an external consultant and by internal safety specialists; and
- > **Customer satisfaction:** Customers are central to the success of the business. An independent external firm is used to survey customers on topics linked to their experience with Glenveagh. Annual bonuses are based on the survey results. Ultimately, Glenveagh's long-term success will depend upon its ability to meet and exceed customer expectations.

The performance conditions for the LTIP awards to be granted in 2023 will be announced at the time of granting awards. Further details in relation to the LTIP awards to be granted in 2023 are provided on page 100.

The committee is responsible for assessing the extent of the achievement of the performance conditions for both the bonus scheme and the LTIP. In the case of the financial metrics this involves reviewing Glenveagh's financial performance as determined by its audited results and comparing the specific targets against the performance achieved. Health and safety is measured by considering the result of internal and external site safety audits. Customer satisfaction is determined through the results of the surveys conducted on Glenveagh's behalf by an independent external firm.

Malus and clawback

For both the annual bonus scheme and the LTIP, recovery provisions are in place which permit the committee to claw back awards if certain trigger events occur within two years of the payment or vesting date:

- > If the award was determined on the basis of materially incorrect information, including as a result of any material misstatement of the financial results;
- > If the participant has engaged in any wilful misconduct, recklessness, fraud and/or criminal activity which reflects negatively on Glenveagh or otherwise impairs or impedes its operations and/or which has caused serious injury to the financial condition and/or business reputation of Glenveagh;
- > If a participant behaves in a manner which fails to reflect Glenveagh's governance and business values and/or which has the effect of causing, or is likely to result in, serious reputational damage to Glenveagh;
- > If there is an incidence of corporate failure (including but not limited to Glenveagh being placed into administration); and
- > If the participant commits an act which constitutes a material breach of his/her contract, restrictive covenants and/or any confidentiality obligations.

Shareholding guidelines

The CEO is required to build a shareholding equivalent in value to 300% of his base salary, while all other Executive Directors must build a shareholding equivalent in value to 200% of base salary. Until this guideline is met, individuals will be required to retain at least 50% of any shares which vest following the end of the performance and holding periods for the LTIP (excluding any shares which are required to be sold to pay tax due at vesting).

In line with the new remuneration policy, there is a requirement for shares to be held by Executive Directors for a period of time following termination of employment. For a minimum period of two years after the cessation of their employment, the Executive Directors are required to hold shares at a level of the lower of (i) the in-employment shareholding requirement in place at the time and (ii) their actual shareholding at the time of departure. These requirements apply to any shares which vest from incentive awards granted from 2022 onwards. Shares which have been purchased by an Executive Director from their own resources will not be covered by this arrangement.

CODE PRINCIPLE: REMUNERATION CONTINUED

REMUNERATION COMMITTEE REPORT CONTINUED

Approach to recruitment remuneration

The package for any new Executive Director would be based on the elements set out in the remuneration policy table above. For certain elements of the package, the following approach would apply.

- > **Base salary:** The salary offered to a new Executive Director would take into account a number of relevant factors including the individual's background and experience, the responsibilities of the role and wider market practice. The committee has the discretion to appoint a new Executive Director on a salary below the prevailing market rate, with a view to increasing the salary over time depending on performance and development in the role. Such increases may be at a level higher than would otherwise apply.
- > **Benefits:** The benefits package will be consistent with that provided to existing Executive Directors. The committee may provide other benefits (e.g. a relocation package in the event of a new Executive Director being required to relocate in order to join Glenveagh).
- > **Retirement benefits:** As stated in the remuneration policy table, any new Executive Director will have their pension contribution rate set in line with the rate attributable to the majority of the wider workforce. This is currently 5% of base salary.
- > **Annual bonus:** A new Executive Director will normally be eligible to participate in the annual bonus scheme, on the same basis as the other Executive Directors. Participation will normally be pro-rated to reflect the period of service during the financial year. The maximum bonus opportunity for a new Executive Director is 150% of base salary.
- > **LTIP:** A new Executive Director will normally be eligible to participate in the LTIP on the same basis as the other Executive Directors. An LTIP award may be granted as part of the arrangements agreed on appointment. In line with the remuneration policy, any LTIP award will be limited in size to a maximum of 200% of base salary.
- > **Buyout awards:** In certain circumstances, for example to attract an external candidate of exceptional calibre, the committee may consider providing a buyout award as compensation for incentives provided by the candidate's previous employer which will lapse as a result of the individual joining Glenveagh. The value of any buyout award will take into account the performance conditions attached to the forfeited incentives, the likelihood of them being satisfied, the proportion of the performance period completed as at the date of cessation of employment, the mechanism of delivery (e.g. in cash or equity) and any other relevant factors. The committee may grant a buyout award under Glenveagh's existing incentive plans or, if necessary, may use a bespoke arrangement.

The committee reserves the right to appoint a new Executive Director on a service agreement with a twelve-month notice period, in line with standard market practice.

Service agreements

The current Executive Directors have service agreements with Glenveagh of no fixed term. The agreements are terminable on nine months' notice from both the Group and the Executive. The agreements do not provide for any additional compensation to be paid in the event of a change of control of Glenveagh.

Policy for leavers

Salary and benefits

For leavers, any termination payments are made only in respect of annual salary excluding benefits for the relevant notice period.

Annual bonus

In order for annual bonus payments to be made, Executive Directors must normally be employed by the Group on the bonus payment date.

Long-term Incentive Plan

Under the rules of the LTIP, the vesting of awards for good leavers depends on the satisfaction of the relevant performance conditions. Awards are reduced on a pro rata basis to reflect the proportion of the vesting period which has not elapsed at the date of cessation.

For other leavers, unvested awards lapse on cessation. In the event of a change of control, the committee has discretion under the LTIP rules to determine the extent of vesting of outstanding awards, having regard to the extent that performance conditions have been met and the length of the performance period which has elapsed.

Wider executive/employee remuneration considerations

In addition to setting the pay for the Executive Directors, the committee has responsibility for setting the pay of members of senior management immediately below Board level (including the Company Secretary). The committee also considers matters relating to pay across the Group as a whole, including workforce remuneration policies and incentives for the wider employee population. The committee has not engaged directly with employees on executive remuneration matters but has considered in detail the issue of alignment between Executive Director remuneration and the pay for the employee population more broadly. In designing the Directors' remuneration policy the committee has been cognisant

of pay arrangements across the Group and has sought to ensure consistency where appropriate.

For example, senior managers participate in a bonus scheme which has a similar structure to that of the Executive Directors. A number of senior managers below the Board participate in the LTIP, with the same performance conditions applying to all awards granted under the plan. A separate bonus scheme applies for the main employee group, under which the majority of bonus payments are subject to the achievement of targets linked to personal performance.

Full details in relation to the Board's engagement with, and consideration of, its employees is set out on page 80 of the Corporate Governance Report.

Engaging with shareholders

The committee is committed to an open line of communication with shareholders and will seek the views of major investors when considering significant changes to remuneration practices or policies. The committee has engaged extensively with major shareholders on remuneration matters in recent years, most recently in late 2021 and early 2022 to discuss the new remuneration policy and its implementation for 2022, and, as detailed earlier in this report, in early 2023 in relation to its proposed exercise of discretion in respect of the 2020 LTIP.

Committee discretions

The committee retains discretion to make any payments, notwithstanding that they are not in line with the policy set out above, where the terms of the payment were agreed (i) before the policy came into effect, or (ii) at a time when the relevant individual was not a director of the Company and, in the opinion of the committee, the payment was not in consideration of the individual becoming a Director of the Company. For these purposes 'payments' includes the committee satisfying awards of variable remuneration and, in relation to an award over shares, the terms of the payment are determined at the time the award is granted. Details of any such payments will be disclosed in the Remuneration Committee report for the relevant year.

The committee also has the discretion to amend the policy with regard to minor or administrative matters where it would be, in the opinion of the committee, disproportionate to seek or await shareholder approval.

CODE PRINCIPLE: REMUNERATION CONTINUED

REMUNERATION COMMITTEE REPORT CONTINUED

The committee will operate the annual bonus and long-term incentive arrangements according to their respective rules. Consistent with market practice the committee retains certain discretions in respect of the operation and administration of these arrangements.

External appointments

The Board recognises the benefit which the Company can obtain if Executive Directors serve as non-executive directors of other companies. Subject to review in each case, the Board's general policy is that an Executive Director can accept non-executive directorships of other companies (provide this does not prejudice the individual's ability to undertake their duties at Glenveagh) and can retain the fees in respect of such appointment.

Remuneration policy for Non-executive Directors

Non-executive Directors ('NEDs') have letters of appointment which set out their duties and responsibilities. The appointments are initially for a three-year term but are terminable on one month's notice.

The NEDs each receive a fee which is set by the Board on advice from the independent professional advisers. The NEDs are paid a fee of €65,000 per annum with additional fees payable to the Senior Independent Non-executive Director of €30,000 per annum and to the Workforce Engagement Director of €15,000 per annum. NEDs receive an additional €15,000 for chairing the Audit and Risk, Remuneration, Nomination and ESR Committees. The Non-executive Chairman receives a fee of €200,000.

Accordingly, the NED letters of appointment detail the following annual fees:

	Role	€
John Mulcahy	Company Chairman, and Chair of the Nomination Committee	200,000
Robert Dix	Senior Independent Non-executive Director	95,000
Cara Ryan	Workforce Engagement Director and Chair of the Audit and Risk Committee	95,000
Pat McCann	Chair of the Remuneration Committee	80,000
Camilla Hughes	Chair of the ESR Committee	80,000

NEDs are not eligible to participate in any Group pension plan. The Non-executive Directors do not have service contracts and do not participate in any bonus or share option schemes. NEDs may receive benefits if considered appropriate. All remuneration received by the NEDs is fixed remuneration.

CODE PRINCIPLE: REMUNERATION CONTINUED

REMUNERATION COMMITTEE REPORT CONTINUED

ANNUAL REMUNERATION REPORT FOR 2022

The following table illustrates remuneration awarded to Directors for the financial year ended 31 December 2022:

Name	Salary/fees (€) ⁽¹⁾		Benefits (€) ⁽²⁾		Employer pension contribution (€) ⁽³⁾		Total fixed (€)		Annual bonuses (€)		LTIP		Total variable (€)		Total (€)	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022 ⁽⁷⁾	2021	2022	2021	2022	2021
Executive Directors																
Stephen Garvey	600,000	450,000	24,801	25,213	90,000	67,500	714,801	542,713	900,000	445,500	–	–	900,000	445,500	1,614,801	988,213
Michael Rice	400,000	315,000	16,121	16,270	60,000	47,250	476,121	378,520	500,000	311,850	545,643	–	1,045,643	311,850	1,521,764	690,370
Non-executive Directors																
John Mulcahy ⁽⁴⁾	200,000	300,000	–	18,500	–	–	200,000	318,500	–	222,750	–	–	–	222,750	200,000	541,250
Robert Dix	95,000	90,000	–	–	–	–	95,000	90,000	–	–	–	–	–	–	95,000	90,000
Richard Cherry ⁽⁶⁾	26,667	75,000	–	–	–	–	26,667	75,000	–	–	–	–	–	–	26,667	75,000
Pat McCann	80,000	75,000	–	–	–	–	80,000	75,000	–	–	–	–	–	–	80,000	75,000
Cara Ryan	95,000	78,750	–	–	–	–	95,000	78,750	–	–	–	–	–	–	95,000	78,750
Camilla Hughes ⁽⁵⁾	80,000	37,500	–	–	–	–	80,000	37,500	–	–	–	–	–	–	80,000	37,500
Total	1,576,667	1,421,250	40,922	59,983	150,000	114,750	1,767,589	1,595,983	1,400,000	980,100	545,643	–	1,945,643	980,100	3,713,232	2,576,083

(1) Amounts reflect salaries in respect of Executive Directors and Directors' fees in respect of Chairman and other Non-executive Directors.

(2) Benefits largely relate to car allowances and healthcare provided to Executive Directors in accordance with their employment contracts.

(3) Only Executive Directors are eligible to receive pension contributions. Non-executive Directors do not receive pension contributions.

(4) John Mulcahy was an Executive director in 2021.

(5) Camilla Hughes was appointed to the Board on 1 July 2021.

(6) Richard Cherry resigned from the Board in 2022.

(7) Amount reflects the combined total of 2019 and 2020 LTIP awards. The performance periods for the 2019 and 2020 LTIP awards ended on 16 April 2022 and 31 December 2022, respectively.

CODE PRINCIPLE: REMUNERATION CONTINUED

REMUNERATION COMMITTEE REPORT CONTINUED

Total remuneration received for 2022

All elements of the remuneration received by the Directors for 2022 were consistent with the Directors' remuneration policy as approved by shareholders at the AGM in 2022. The salaries received by the Executive Directors and the fees received by the Non-executive Directors were as disclosed in the 2021 Remuneration Committee report. The bonus payments received by the Executive Directors in respect of 2022 reflected the achievement of the performance targets, as explained further below.

During the financial year ended 31 December 2022:

- > There were no deviations from the procedure for implementing the remuneration policy;
- > There were no derogations from the remuneration policy; and
- > No use was made of the possibility to reclaim variable remuneration using the malus and clawback mechanisms described in the remuneration policy.

The Remuneration Committee report for 2021 and the Directors' remuneration policy were the subject of advisory shareholder votes at the AGM in 2022. The resolutions were passed with the support of 89% and 95% of those voting, respectively. The committee took this overwhelming level of shareholder support into account when reflecting on the appropriate approach to executive remuneration to take in respect of 2022. The committee concluded that the vote results indicated shareholder satisfaction with the current approach and that no changes were required to be made in response.

Base salary and fees

The actual salaries paid to the Executive Directors for the financial year ended 31 December 2022 are set out in the table on page 98.

The base salaries for the CEO and CFO will remain unchanged for the 2023 financial year.

Annual bonus

2022 bonus outcome

The Executive Directors participated in an annual bonus scheme for 2022 with performance measured against a mix of financial (70%) and non-financial (30%) performance conditions.

The specific targets that were set for the bonus scheme in 2022 are set out in the table below:

Metric	Weight	% Payable	Target	Performance achieved
Profit before tax	50%	Threshold 25%	€46,260,000	€63.0m
		Target 50%	51,400,000	
		Max 100%	€62,828,000	
Operating margin	20%	Threshold 25%	9.00%	10.9%
		Target 50%	9.60%	
		Max 100%	10.50%	
Health and safety	15%	Threshold 25%	70% audit score	88%
		Target 50%	75% audit score	
		Max 100%	85%+ audit score	
Customer satisfaction	15%	Threshold 25%	75% survey score	91%
		Target 50%	80% survey score	
		Max 100%	90%+ survey score	

The Remuneration Committee reviewed the outcome of the formulaic bonus calculations and was satisfied that they were a fair reflection of the overall performance of the business. As a result, the Executive Directors received €1,400,000, being 150% of base salary for the CEO and 125% of base salary for the CFO.

CODE PRINCIPLE: REMUNERATION CONTINUED

REMUNERATION COMMITTEE REPORT CONTINUED

2023 bonus arrangements

For 2023, the annual bonus scheme will continue to operate in the same manner as in 2022, with a 70%/30% split between financial and non-financial metrics. The performance metrics and associated weightings will remain as follows:

Financial metrics	Weighting
Profit before tax	50%
Operating margin	20%
Non-Financial metrics	Weighting
Health and safety	15%
Customer satisfaction	15%

Full details of the targets including information on the extent of achievement against them will be included in next year's report.

The maximum annual bonus opportunity for 2023 will be 150% of base salary for the CEO and 125% for the CFO. The amount payable for target performance will continue to be 50% of the maximum opportunity.

In line with the Directors' remuneration policy, two-thirds of the annual bonus will be paid in cash while one-third will be delivered in shares deferred for at least two years.

Long-term incentive plan (LTIP)

Awards granted in 2022

The table below provides details of the LTIP awards made during the year to the Executive Directors.

Director	Award date	% of salary award	Grant date share price	Face value of award	Number of shares	Performance period	Date of vesting
Stephen Garvey	29 Apr 2022	200%	€1.16	€1,200,000	1,034,483	1 Jan 2022 to 31 Dec 2024	28 Apr 2025
Michael Rice	29 Apr 2022	175%	€1.16	€700,000	603,448	1 Jan 2022 to 31 Dec 2024	28 Apr 2025

The performance conditions for this award are set out below:

EPS performance (applies to 50% of the award) – adjusted EPS to be achieved in FY2024	Level of vesting
20.0c	100%
12.0c	25%
Less than 12.0c	Nil

Awards vest on a straight-line basis for performance between 12.0c and 20.0c

Return on equity performance (applies to 50% of the award) – ROE to be achieved in FY2024	Level of vesting
16.2%	100%
11%	25%
Less than 11%	Nil

Awards vest on a straight-line basis for performance between 11% and 16.2%

In addition, the vesting of the awards is subject to committee discretion that it is satisfied the Group's underlying performance has shown a sustained improvement in the period since the date of grant.

Awards to be granted in 2023

The CEO and CFO will continue to participate in the LTIP, with awards levels for 2023 unchanged from 2022 at 200% and 175% of salary for the CEO and CFO respectively.

At the time of finalising this report, the committee had not made a final decision on the metrics and targets to apply to the 2023 LTIP award. Details in relation to the metrics and targets will be included in the necessary regulatory announcement of the award at the time it is granted. The committee confirms that the chosen metrics and targets will be challenging in the context of relevant internal and external forecasts. In addition, the vesting of the awards will be subject to committee discretion that it is satisfied the Group's underlying performance has shown a sustained improvement in the period since the date of grant.

The committee will have the flexibility to make adjustments to the targets and/or the determination of performance against the targets and vesting outcome to reflect the impact of material events during the performance period. Any such adjustment will be explained in the relevant Directors' remuneration report.

CODE PRINCIPLE: REMUNERATION CONTINUED

REMUNERATION COMMITTEE REPORT CONTINUED

LTIP awards held by Directors

Details of all LTIP awards held by Directors are set out in the table below:

Director	Award date*	Share price used	Share awards held at 1 Jan 2022	Awarded during the year	Vested during the year	Lapsed during the year	Share awards held at 31 Dec 2022	Vesting date
Stephen Garvey	29 Apr 2022	€1.16	–	1,034,483	–	–	1,034,483	28 Apr 2025
Michael Rice	17 Apr 2019	€0.84	200,893	–	200,893	–	–	16 Apr 2022
	28 Feb 2020	€0.75	420,000	–	–	–	420,000	27 Feb 2023
	1 Apr 2021	€0.91	399,493	–	–	–	399,493	31 Mar 2024
	29 Apr 2022	€1.16	–	603,448	–	–	603,448	28 Apr 2025

* The awards are granted as options with an exercise price of nil.

The vesting of the award granted in April 2019 was subject to the TSR performance condition set out in the table below:

LTIP award	Performance condition	Performance Period	Threshold (25% vesting)	Maximum (100% vesting)	Actual	% Vesting
April 2019	TSR	17 Apr 2019 – 16 Apr 2022	6.25%	12.5%	12.5%	100%

The vesting of the award granted in February 2020 was subject to performance conditions based on absolute TSR and EPS performance (equally weighted on a 50/50 basis) detailed in the table below:

LTIP award	Performance condition	Performance Period	Threshold (25% vesting)	Maximum (100% vesting)	Actual	% Vesting
February 2020	TSR	1 Jan 2020 – 31 Dec 2022	6.25%	12.5%	10.4%	74%
	EPS	1 Jan 2020 – 31 Dec 2022	9.5c	12.5c	7.6c	0%*

* Details in relation to the discretion exercised by the committee, and the resulting effective vesting percentage, are provided below.

The 2020 LTIP award was granted in February 2020 and has a three-year vesting period. The award was subject to two equally weighted performance conditions: 50% of the award was based on absolute total shareholder return (TSR) and the other 50% of the award was based on earnings per share. The absolute TSR condition required growth of 6.25% to 12.5% per annum. Our TSR performance over the period was 10.4% per annum, resulting in 74% of this element of the award becoming due to vest. No adjustment is being made to the absolute TSR vesting outcome. The EPS performance condition required EPS of 9.5 to 12.5 cents for FY 2022. Whilst EPS has grown strongly over the performance period, delivering a total growth over the period of 192%, performance against this target was significantly impacted by the COVID-19 pandemic and, as a result, the EPS target for the 2020 LTIP was not met. The committee does not consider this formulaic vesting out-turn to be a fair reflection of the strong underlying performance of the

business and management team over the period. For this reason, the committee exercised its discretion in respect of the senior management LTIP participants, determining that an equivalent percentage vesting as that achieved in the TSR metric be applied to the EPS element of the award, thereby giving an overall vesting percentage of 74% across both metrics. Following engagement with shareholders, and on receipt of their support for the proposal, the committee also exercised discretion in the same manner in respect of Michael Rice, CFO, as the committee believes it is important to treat all participants consistently. Stephen Garvey, CEO, was not a participant in the 2020 LTIP award, therefore the exercise of discretion for Executive Directors is limited to Michael Rice.

The vesting of the award granted in April 2021 is subject to performance conditions based on absolute TSR and EPS performance (equally weighted on a 50/50 basis) over the

three years to the end of December 2023. The specific targets were disclosed in the 2021 Remuneration Committee report. The performance outcome and subsequent level of vesting will be disclosed in next year's Remuneration Committee report.

In addition to performance conditions set out above, the vesting of any LTIP award is subject to committee discretion that it is satisfied the Group's underlying performance has shown a sustained improvement in the period since the date of grant.

In line with the Directors' remuneration policy (as set out in the table on page 93), LTIP awards granted to Executive Directors from 2020 onwards include a holding period of at least two years post-exercise. Shares that are subject to a post-exercise holding period may be placed in a restricted share trust.

CODE PRINCIPLE: REMUNERATION CONTINUED

REMUNERATION COMMITTEE REPORT CONTINUED

Change in remuneration of all directors and all employees

As required by the European Union (Shareholders' Rights) Regulations 2020, the table below sets out the annual change of remuneration for each director compared with the performance of Glenveagh.

	2022	2021	2020	2019	2018	% Change 2022 v 2021
Executive Directors						
Stephen Garvey	€1,614,801	€988,213	€541,821	€750,439	€564,401	63.4%
Michael Rice	€1,521,764	€690,370	€378,176	€99,918	–	120.4%
Non-executive Directors						
John Mulcahy ⁽¹⁾	€200,000	€541,250	€318,500	€480,596	€419,000	-63.0%
Robert Dix	€95,000	€90,000	€79,875	€75,000	€75,000	5.6%
Richard Cherry ⁽³⁾	€26,667	€75,000	€75,000	€75,000	€75,000	-64.4%
Pat McCann	€80,000	€75,000	€63,427	€20,000	–	6.67%
Cara Ryan	€95,000	€78,750	€64,875	€20,000	–	20.6%
Camilla Hughes ⁽²⁾	€80,000	€37,500	–	–	–	113.3%
Company performance						
Adjusted EBITDA	€72.2m	€48.8m	€9.6m	€31.9m	€(2.0)m	48.0%
Health and safety	88%	89%	88.0%	75.0%	N/A	-1.1%
Customer satisfaction	91%	89%	83.0%	82.0%	N/A	2.2%

(1) John Mulcahy was an Executive Director in 2021.

(2) Camilla Hughes was appointed to the Board on 1 July 2021.

(3) Richard Cherry resigned from the Board in 2022.

The table below sets out the change in average remuneration (on a full-time equivalent basis) of Glenveagh employees (other than the Directors).

	2022	2021	2020	2019	2018	% Change 2022 vs 2021
Average full time employee remuneration						
Average remuneration for employees of the Group	€92,745	€98,350	€73,610	€84,286	€90,110	-5.7%

CODE PRINCIPLE: REMUNERATION CONTINUED

REMUNERATION COMMITTEE REPORT CONTINUED

Directors' and secretary's interest in shares

The biographical information for the Directors and the company secretary at the time of this report can be found on pages 72 and 73 of the Corporate Governance Report. The table below sets out the interests of the Directors and Company Secretary in ordinary shares

of the Company as at 31 December 2022. Under the remuneration policy, the CEO is required to build a shareholding equivalent in value to 300% of his base salary. Other Executive Directors are required to build a holding of 200% of base salary. Until this

guideline is met, individuals will be required to retain at least 50% of any shares which vest following the end of the performance and holding periods for the LTIP (excluding any shares which are required to be sold to pay tax due at vesting).

Name	Ordinary shares		Founder shares		Deferred shares		Ordinary shares under option**	
	2022	2021	2022	2021	2022	2021	2022	2021
Stephen Garvey	9,411,319	9,411,329	–	81,453,077	–	–	1,034,483*	–
Michael Rice	169,333	23,333	–	–	–	–	1,452,941*	1,050,386*
Richard Cherry	1,370,905	1,371,069	–	–	–	–	–	–
John Mulcahy	2,882,766	2,682,766	–	18,100,684	–	–	–	–
Robert Dix	350,000	350,000	–	–	–	–	–	–
Cara Ryan	28,000	28,000	–	–	–	–	–	–
Pat McCann	70,000	70,000	–	–	–	–	–	–
Camilla Hughes	–	–	–	–	–	–	–	–
Chloe McCarthy	–	–	–	–	–	–	420,606*	368,677*

* The exercise price of the ordinary shares under options detailed above is €nil. The expiry date for the options granted during 2021 and 2022 are 7 years from 31 March 2024 and 28 April 2025 respectively.

** Shares under option include options from both LTIP and SAYE schemes.

Founder share scheme

The founders of the Company (John Mulcahy, Justin Bickle (beneficially held by Durrow Ventures), and Stephen Garvey) subscribed for a total of 200,000,000 ordinary shares of €0.001 each for cash at par value during 2017, which were subsequently converted to Founder Shares in advance of the Company's initial public offering. These shares entitled the Founders to share 20% of the Company's Total Shareholder Return ('TSR') (being the increase in market capitalisation of the Company, plus dividends or distributions in the relevant period) in each of five individual testing periods up to 30 June 2022, subject to achievement of a performance condition related to the Company's share price. Further details in respect of the Founder Shares are outlined in Note 26.

Following the completion of the fifth and final test period (which ran from 1 March 2022 until 30 June 2022), it was confirmed that the performance condition related to the Company's share price was not satisfied and therefore the Founder Share Value in respect of the test period was €Nil and accordingly no Founder Shares

were converted to ordinary shares during the financial year. Under the Company's constitution, any Founder Shares which remained in existence, and which had not been previously converted were, following the final test period, to be converted on a 1:1 basis into deferred shares (the 'Termination Conversion'). On 26 October 2022, the Board approved the Termination Conversion. In respect of the deferred shares held by the Founders, John Mulcahy and Stephen Garvey surrendered their respective deferred shares in November 2022.

ENVIRONMENTAL AND SOCIAL RESPONSIBILITY COMMITTEE REPORT

Environmental and Social Responsibility Committee Report

Chair, Environmental and Social Responsibility Committee
Camilla Hughes



Committee members and attendance

Name	Position	Attendance
Camilla Hughes	Chair	👤👤👤
Stephen Garvey	Member	👤👤👤
Robert Dix	Member	👤👤👤
Pat McCann	Member	👤👤👤

Quick facts

- > The Environmental and Social Responsibility ('ESR') Committee was established in July 2021.
- > Camilla Hughes has chaired the Committee since it was established.
- > All committee members but one are Independent Non-executive Directors.
- > The committee met four times during the year ended 31 December 2022.
- > The Chief Strategy Officer and Head of Sustainability were invited to all meetings.

Link to terms of reference

[environmental-and-social-responsibility-committee-terms-of-reference \(glenveagh.ie\)](https://www.glenveagh.ie/environmental-and-social-responsibility-committee-terms-of-reference)

On behalf of the committee I am pleased to present the ESR Committee report for the financial year ended 31 December 2022.

The committee focuses its efforts on assisting the Board by proactively managing its core areas of responsibility: developing and monitoring the Group's approach to sustainability.

The principal duties and responsibilities of the committee together with an overview of its activities for the year have been outlined below and on the following page.

Committee's key roles and responsibilities

The Board strongly believes that sustainability is an inherent part of our business. As a Group, we are committed to playing a leading role in achieving a sustainable future. As a committee, our responsibilities include:

- > Reviewing the environmental and social responsibility targets and areas of focus as set out in the Group's strategy;
- > Ensuring compliance with the evolving regulatory disclosure landscape in respect of sustainability;
- > Investigating any statutory prosecutions or notices in relation to environmental and community issues and make recommendations to the Board regarding any action to be taken; and
- > Considering budgetary and financial implications of the environmental and social responsibilities strategy.

Areas of focus for the committee in 2022.

The committee reviewed the Group's approach to sustainability, its environmental and social responsibility targets and the progress being made against these. The main areas of focus in 2022 are outlined below.

- > Development of the Group's Net Zero Transition Plan.
- > Materiality assessment.
- > Preparation for the Corporate Sustainability Reporting Directive ('CSRD').
- > Equity, Diversity and Inclusion ('ED&I').
- > Ongoing sustainability workplan.

ENVIRONMENTAL AND SOCIAL RESPONSIBILITY COMMITTEE REPORT CONTINUED**Committee activities in 2022**

February 2022	May 2022	September 2022	November 2022
> Discussed in detail the results of the Great Place To Work ('GPTW') Survey.	> Received an update on external developments such as sustainability-related policy, legislation and important reports in Ireland and worldwide.	> Received an update on external developments such as sustainability-related policy, legislation and important reports in Ireland and worldwide.	> Received an update on external developments such as sustainability-related policy, legislation and important reports in Ireland and worldwide.
> Received an update on the Group's progress on its ED&I strategy.	> Received an update on the evolution of CDP.	> Received and considered the outputs of the Group's materiality assessment carried out by an external provider.	> Received an update on the Net Zero Transition Plan and proposed next steps to the Board for approval.
> Discussed the proposed Health and Safety Culture approach.	> Received an overview of the Group's approach to materiality and stakeholder engagement.	> Received an update on the Net Zero Transition Plan.	> Received and considered the ED&I strategy and Gender Pay Gap report.
> Received an update on the 2022 sustainability workplan.	> Received an update on the Net Zero Transition Plan.	> Received an overview of the proposed approach to biodiversity.	> Received an update on CSRD preparation.
	> Received and considered climate and ESG risks.	> Received an update on CSRD preparation.	> Discussed the 2023 sustainability workplan and budget.
	> Reviewed structure, organisation and resources with respect to sustainability.	> Discussed the 2022/23 sustainability workplan.	> Reviewed and approved the Terms of Reference for the Committee.
	> Considered next steps on 2022 sustainability workplan.		

The main focus throughout the year was the development of the Group's Net Zero Transition Plan. The committee received ongoing updates from management as work on this progressed in order to understand the options emerging and the commitments to be made.

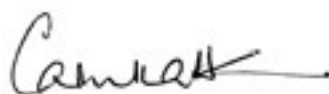
As key stakeholders, the committee participated in the Group's materiality assessment which was carried out, by an external provider, to determine the most important sustainability issues. We also received and discussed the outputs of this assessment which allowed us to better understand the key priorities for a range of stakeholders, both internal and external.

Social aspects of sustainability also formed a key part of our agenda in 2022. This included understanding staff priorities through our GPTW survey results, our evolving approach to Health and Safety culture as well as an ongoing focus on ED&I including our first Gender Pay Gap report.

The committee also reviewed and approved the sustainability workplan presented by management.

As a standing item, the committee reviewed future obligations and recent external developments with respect to standards and legislation and assessed the Group's preparedness for these. These included the CSRD, the Gender Pay Gap Information Act 2021, the Climate Action Plan, the net zero standard from SBTi and the establishment of the International Sustainability Standards board.

I am pleased to conclude that the ESR Committee has made continued progress in its second year. With sustainability now fully embedded into our business strategy and at the core of future strategic decision making, I am looking forward to further evolving the Group's sustainability approach to respond to the needs of our stakeholders.



Camilla Hughes

Chair, Environmental and Social Responsibility Committee

DIRECTORS' REPORT

The Directors present their report and the consolidated financial statements of Glenveagh Properties plc ('Glenveagh' or the 'Company') and its subsidiaries (the 'Group') for the year ended 31 December 2022.

Principal activities and business review

Glenveagh is a leading Irish homebuilder listed on Euronext Dublin and the London Stock Exchange. Supported by innovation and supply chain integration, Glenveagh is committed to opening up access to sustainable high-quality homes to as many people as possible in flourishing communities across Ireland.

Glenveagh is focused on three core markets – suburban housing, urban apartments and partnerships with local authorities and state agencies. The land bank that Glenveagh has assembled can deliver housing that is both in demand and affordable.

Shareholders are referred to the Chair's letter, the CEO's review and the CFO's review on pages 10, 14 and 67, respectively, which set out management's review of the Group's operations and financial performance in 2022 and the outlook for 2023.

These are deemed to be incorporated into the Directors' Report.

Results and dividends

Group revenue for the year ended 31 December 2022 was €644.7 million (2021: €476.8 million), gross profit was €108.1 million (2021: €83.1 million), profit after tax was €52.6 million (2021: €37.7 million) and basic earnings per share was 7.6 cents (2021: 4.5 cents).

The Company did not pay a dividend during the financial year ended 31 December 2022 (2021: €nil).

Key performance indicators

Group performance against 2022 key performance indicators is outlined in the table below. The key performance indicators upon which particular emphasis is placed are as follows:

	2022	2021	% change
KPIs financial			
Profit before tax	€63,001	€45,722	+37.8%
Operating margin	10.9%	9.7%	+12.4%
KPIs non-financial			
Customer satisfaction	91%	89%	+2%
Health and safety	88%	89%	-1%

Group strategy

A review of the Group's strategic priorities is set out in the strategic report, which is deemed to be incorporated into the Directors' Report.

Principal risks and uncertainties

In accordance with Section 327(1)(b) of the Companies Act, 2014 (the 'Act'), the Company is required to give a description of the principal risks and uncertainties faced by the Group. These principal risks and uncertainties, and the steps taken to mitigate them, are detailed on pages 59 to 66 of the risk management report and deemed to be incorporated into the Directors' Report.

Directors and company secretary

The names of the Directors and Company Secretary and a biographical note on each appear on pages 72 to 73.

In accordance with the provisions contained in the Code, all Directors will voluntarily retire and be subject to election by shareholders at the 2023 AGM.

Directors' and Company Secretary's interests in shares

Details of the Directors' and Company Secretary's share interests and interests in unvested share awards of the Company are set out in the Remuneration Committee Report on page 103.

Share capital

The issued share capital of the Company as at 28 February 2023 consists of 607,638,221 ordinary shares and 81,453,077 deferred shares. Each share class has a nominal value of €0.001. Holders of ordinary shares are entitled to one vote per ordinary share at general meetings of the Company, while no voting rights are conferred on holders of deferred shares. The Company's deferred shares have nominal and no economic value and are, simply, a means of winding up the historic founder share scheme.

Further information on the Company's share capital and the rights attaching to the different classes of shares is set out in Note 26 to the consolidated financial statements.

The Group has a Long-term incentive plan in place, the details of which are set out at page 94 of the Remuneration Committee Report and in Note 14 to the consolidated financial statements.

Significant shareholdings

As at 31 December 2022 and 28 February 2023, the Company has been notified of the following interests of 3% or more in its ordinary share capital:

Shareholder	31 December 2022		28 February 2023	
	Ordinary shares held	%	Ordinary shares held	%
1 Teleios Capital Partners	107,151,843	16.79	114,384,243	18.67
2 FIL Investment International	81,430,276	12.76	80,740,545	13.18
3 GIC	61,649,008	9.66	35,949,008	5.87
4 Pelham Capital Mgt	35,169,985	5.51	32,087,423	5.24
5 Man GLG	30,333,123	4.75	29,919,533	4.88
6 Notz, Stucki Europe	27,025,000	4.24	27,615,000	4.51
7 Lansdowne Partners	30,812,648	4.83	23,994,934	3.92
8 Paradise Investment Mgt	21,389,642	3.35	21,369,706	3.49
9 PM Capital	20,433,755	3.20	20,433,755	3.34
10 Schooner Investment Group	19,088,095	2.99	19,382,095	3.16
11 Helikon Investment	18,879,353	2.96	18,879,353	3.08
12 SAS Rue la Boétie	19,247,848	3.02	17,729,528	2.89

DIRECTORS' REPORT CONTINUED**Accounting records**

The Directors believe that they have complied with the requirements of Sections 281 to 285 of the Act with regard to maintaining adequate accounting records through the implementation and maintenance of appropriate accounting systems and resources, including the employment of suitably qualified accounting personnel and the provision of adequate resources to the Group finance department. The accounting records of the Company are maintained at Block B, Maynooth Business Campus, Maynooth, Co. Kildare.

Takeover regulations 2006

For the purposes of Regulation 21 of Statutory Instrument 255/2006 'European Communities (Takeover Bids (Directive 2004/25/EC)) Regulations 2006', the details provided on share capital and substantial shareholdings above, and the disclosures in relation to Directors' remuneration and interests in the Remuneration Committee report on pages 101 to 103 are deemed to be incorporated in this section of the Directors' Report.

Further required information in relation to the change of control provisions contained in the long-term incentive plan is set out below.

Long-term incentive plan

The Remuneration Committee will determine the extent to which any outstanding awards will vest with regard to the extent that the applicable performance condition has been satisfied up to the date of the change of control event.

Transparency regulations 2007

For the purposes of information required by Statutory Instrument 277/2007 'Transparency (Directive 2004/109/EC) Regulations 2007' concerning the development and performance of the Group, and the principal risks and uncertainties faced, the Chair's letter on pages 10 to 12, the CEO's review on pages 14 to 17, the CFO's review on pages 67 to 69 and the principal risks and uncertainties detailed on pages 59 to 66 are deemed to be incorporated in this part of the Directors' Report.

Corporate governance

The Directors are committed to achieving the highest standards of corporate governance. The Directors have prepared a Corporate Governance Report, which is set out on pages 70 to 81 and, for the purposes of s1373 of the Act, is deemed to be incorporated into the Directors' Report.

The Corporate Governance Report includes a detailed description of the way in which the Company has applied the principles of good governance set out in the Code and the Annex.

Directors' compliance statement

The Directors acknowledge their responsibility for securing the Company's compliance with its relevant obligations under Section 225(2)(a) of the Act (the 'Relevant Obligations').

In accordance with Section 225 (2) (b) of the Act, the Directors confirm that they have:

1. Drawn up a compliance policy statement setting out the Company's policies (that are, in the opinion of the Directors, appropriate to the Company) in respect of compliance with the Relevant Obligations;
2. Put in place appropriate arrangements or structures that, in the opinion of the Directors, provide a reasonable assurance of compliance in all material respects with the Company's Relevant Obligations; and
3. Conducted a review of the arrangements or structures that the Directors have put in place to ensure material compliance with the Company's Relevant Obligations during the financial year to which this report relates.

Going concern

The Directors have assessed the financial position of the Group in light of the principal business risks facing the construction industry as a whole and the Group's strategic plan. A number of considerations have been assessed as outlined in Note 7 of the consolidated financial statements. The Directors believe that the Group is well placed to manage and mitigate these risks. Thus, they have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for twelve months from the date of approval of the financial statements. For this reason, the Directors consider it appropriate to adopt the going concern basis in preparing the financial statements.

Viability statement

In accordance with the provisions of the Code, the Directors are required to assess the prospects of the Company, explain the period over which they have done so and state whether they have a reasonable expectation that the Company will be able to continue in operation and meet liabilities as they fall due over this period of assessment.

The Directors assessed the prospects of the Group over the three-year period to February 2026. The Directors concluded that three years was an appropriate period for the assessment, having regard to the following:

- > The Group's strategic plan is predominantly based on a three-year horizon with longer-term strategic forecasting and any statement with foresight greater than three years having to be made with a considerable level of estimation; and
- > In general, the inherent short cycle nature of the residential market in Ireland, including the Group's forward sales and project pipeline, does not lend itself to making long-term projection statements greater than three years.

It is recognised that such future assessments are subject to a level of uncertainty that increases with time, and therefore future outcomes cannot be guaranteed or predicted with certainty.

The Group's strategic plan was approved by the Board at its meeting in February 2023 and is based on forecasts undertaken by management of the relevant business functions. The plan reflects construction cost and house price inflationary assumptions which were reviewed at Board and management level. The underlying assumptions of the Group's strategic plan are subject to sensitivity analysis for scenarios that could reasonably materialise. The risk factors outlined in the risk management report on pages 57 to 66 were also considered in the strategic plan process.

Based on the above assessment the Directors have a reasonable expectation that the Company and the Group will be able to continue in operation and meet liabilities as they fall due over the three-year period.

Political donations

No political donations were made during the year that require disclosure under the Electoral Act 1997.

Subsidiary companies

Information in relation to the Group's subsidiaries is set out in Note 24 to the financial statements. The Group does not have any branches outside of Ireland.

Subsequent events

Information in respect of events since the year end is contained in Note 31 to the consolidated financial statements.

DIRECTORS' REPORT CONTINUED**Audit and Risk Committee**

The Company has an established Audit and Risk Committee comprising of three independent Non-executive Directors. Details of the committee and its activities are set out on pages 86 and 87.

Auditor

KPMG, chartered accountants, were appointed statutory auditor on 21 August 2017 and have been re-appointed annually since that date. Pursuant to section 383(2) KPMG will continue in office and a resolution authorising the Directors to fix the auditor's remuneration will be proposed at the AGM.

Relevant audit information

The Directors confirm that so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware and that each Director has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Approval of financial statements

The financial statements were approved by the Board on 28 February 2023.

On behalf of the Board



Michael Rice
Director



Stephen Garvey
Director

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ANNUAL REPORT AND THE FINANCIAL STATEMENTS

The Directors are responsible for preparing the annual report and the Group and Company financial statements, in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and Company financial statements for each financial year. Under that law, the Directors are required to prepare the Group financial statements in accordance with IFRS as adopted by the European Union and applicable law including the Commission Delegated Regulation 2018/815 regarding the single electronic reporting format (ESEF) and Article 4 of the IAS Regulation. The Directors have elected to prepare the Company financial statements in accordance with FRS 101 Reduced Disclosure Framework as applied in accordance with the provisions of Companies Act 2014.

Under company law the Directors must not approve the Group and Company financial statements unless they are satisfied that they give a true and fair view of the assets, liabilities and financial position of the Group and Company and of the Group's profit or loss for that year. In preparing each of the Group and Company financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Group and Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Group or Company or to cease operations, or have no realistic alternative but to do so.

The Directors are also required by the Transparency (Directive 2004/109/EC) Regulations 2007 and the Transparency Rules of the Central Bank of Ireland to include a management report containing a fair review of the business and a description of the principal risks and uncertainties facing the Group.

The Directors are responsible for keeping adequate accounting records which disclose with reasonable accuracy at any time the assets, liabilities, financial position and profit or loss of the Company and which enable them to ensure that the financial statements comply with the provision of the Companies Act 2014. The Directors are also responsible for taking all reasonable steps to ensure such records are kept by its subsidiaries which enable them to ensure that the financial statements of the Group comply with the provisions of the Companies Act 2014 including Article 4 of the IAS Regulation. They are responsible for such internal controls as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsible for safeguarding the assets of the Group, and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. The Directors are also responsible for preparing a Directors' Report that complies with the requirements of the Companies Act 2014.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Group's and Company's website www.glenveagh.ie. Legislation in the Republic of Ireland concerning the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Responsibility statement as required by the Transparency Directive and UK Corporate Governance Code

Each of the Directors, whose names and functions are listed on pages 72 to 73 of this annual report, confirm that, to the best of each person's knowledge and belief:

- The Group financial statements, prepared in accordance with IFRS as adopted by the European Union and the Company financial statements prepared in accordance with FRS 101 *Reduced Disclosure Framework*, give a true and fair view of the assets, liabilities, and financial position of the Group and Company at 31 December 2022 and of the profit or loss of the Group for the year then ended;
- The Directors' Report contained in the annual report includes a fair review of the development and performance of the business and the position of the Group and Company, together with a description of the principal risks and uncertainties that they face; and
- The annual report and financial statements, taken as a whole, provides the information necessary to assess the Group's performance, business model and strategy and is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

On behalf of the Board



Michael Rice
Director



Stephen Garvey
Director

28 February 2023