






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.

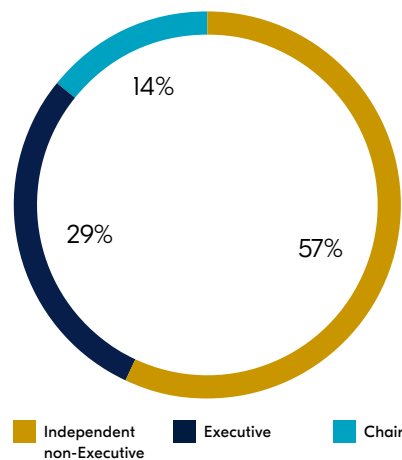
Through the ESR committee, the Board has approved targets for diversity and aims to reach 40% female representation and at least one Director from a minority ethnic group. Currently, female Directors account for 29% of the Board; there are no Directors who self-disclose as being from minority ethnic 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

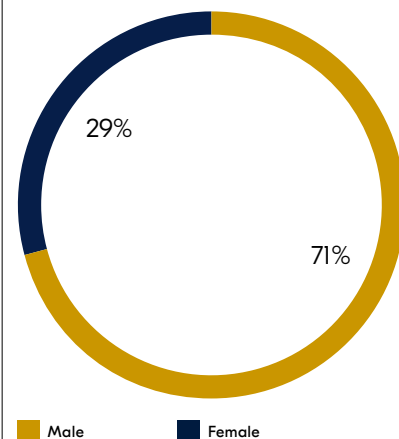
The Board has established a formal induction process for new Non-executive Directors, providing them with a comprehensive understanding of their role and responsibilities as Directors, the business of the Group and the operations of the Board. The induction of Non-executive Directors is overseen by the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

BOARD COMPOSITION

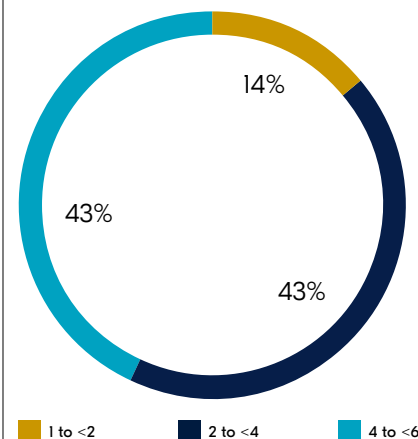
Balance of Executive and Non-executive Directors



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.

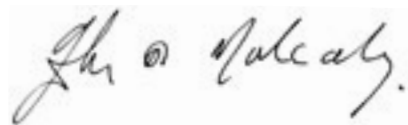
Annual Board evaluation

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.

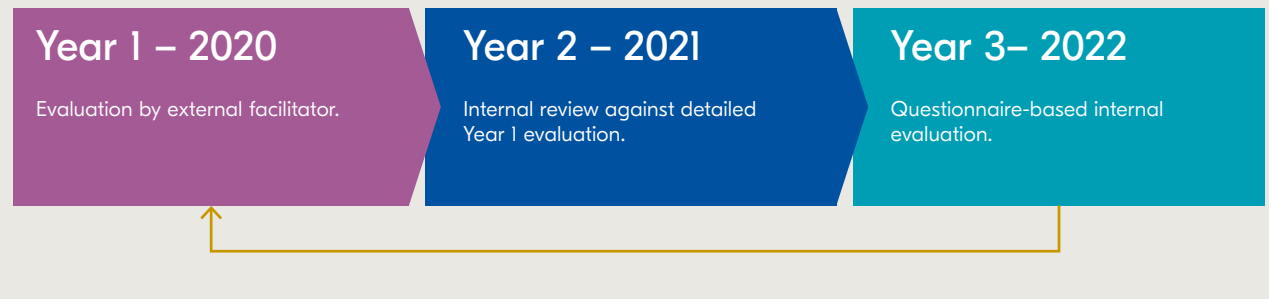
As part of the annual evaluation process, the Chairman also conducted one-on-one meetings with each individual Director, and the Senior Independent Director met with the Non-executive Directors to evaluate the performance of the Chairman during the year.

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.