

THE LAND DEVELOPMENT AGENCY (THE “COMPANY”)

**MINUTES OF AN ADDITIONAL MEETING OF THE
BOARD OF DIRECTORS OF THE COMPANY
DULY CONVENED AT 2ND FLOOR, ASHFORD HOUSE,
TARA STREET, DUBLIN 2, D02 VX67, IRELAND AND VIA TELECONFERENCE
ON THE 21st DAY OF SEPTEMBER 2023 AT 1 PM**

PRESENT: Cormac O’Rourke, Director (Chair)
John Coleman, Director (CEO)
John O’Connor, Director
Brian Keogh, Director
Seamus Neely, Director
Michelle Norris, Director
Geraldine Smith, Director
Ann Markey, Director

IN ATTENDANCE: [REDACTED] for Bradwell Limited (Secretary)

1. NOTICE AND QUORUM

The Chair noted that notice of the meeting and of the nature of the business to be conducted had been given to all directors entitled to attend the meeting and that a quorum was present in accordance with the Company’s Memorandum and Articles of Association (the “**Constitution**”). It was further noted that all the directors present were, pursuant to the Articles of Association of the Company, entitled to vote and be counted in the quorum. The meeting then proceeded to business.

2. LIMITATIONS TO THE NUMBER OF DIRECTORSHIPS AND RESIDENCY REQUIREMENTS UNDER THE COMPANIES ACT 2014

It was noted that pursuant to Section 137 of the Companies Act 2014 (as amended) (the “**Act**”), at least one of the directors of the Company is resident in a Member State of the European Economic Area and that no director present individually held more than twenty-five directorships for the purposes of Section 142 of the Act and was therefore eligible to vote on all board resolutions brought before the meeting.

3. DISQUALIFICATION AND RESTRICTION ORDERS AND UNDERTAKINGS

Those directors present each declared that they were not the subject of any declaration, order or deemed order for disqualification or restriction under the Act including Part 14, Chapters 3 and 4 and had not received any notice under that Part of the Act including any notice concerning a disqualification or restriction undertaking under Part 14, Chapter 5.

4. DECLARATIONS OF INTEREST

In accordance with the provisions of Section 231 of the Act, those directors present each declared that they had no interest in the business to be transacted at the meeting which would preclude them from participating in the meeting and forming part of the necessary quorum.

5. BOARD PRELIMINARIES

5.1 **IT WAS NOTED** that Cormac O’Rourke would Chair the meeting.

5.2 It was further noted that the principal purpose of this meeting was to approve the Financial Statements and holding of the Annual General Meeting.

6. **FINANCIAL STATEMENTS AND DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 2022**

It was noted that the statutory financial statements and Directors' Report for the period ended 31 December 2022 (the "**Financial Statements**") had been circulated in draft form to all of the directors prior to the meeting and they were reviewed and discussed.

The directors gave full and careful consideration to the Financial Statements and were satisfied that they gave a true and fair view of the Company's affairs and **IT WAS RESOLVED THAT** the Financial Statements be and are hereby approved and be signed by the Chair and the CEO, subject to any minor amendment, and their circulation to the members be and are hereby approved.

It was noted that the Company would be filing full accounts and the secretary would make the required filing by the appropriate deadline with the Company's Annual Return.

7. **MAZARS AUDIT REPRESENTATION LETTER AND AUDITOR'S REPORT**

The Chair presented to the meeting a letter of representation from the directors to the statutory auditors, Mazars, in relation to the financial period ended 31 December 2022 and having reviewed and discussed it, **IT WAS RESOLVED THAT** the letter be and is hereby approved and that the Chair and the CEO be authorised to sign the letter of Representation on behalf of the Company.

The board noted the independent auditors' report to the members from the statutory auditors.

8. **COMPTROLLER AND AUDITOR GENERAL AUDIT REPRESENTATION LETTER AND AUDITOR'S REPORT**

The Chair presented to the meeting a letter of representation from the directors to the Comptroller and Auditor General (the "**C&AG**"), in relation to the financial period ended 31 December 2022 and having reviewed and discussed it, **IT WAS RESOLVED THAT** the letter be and is hereby approved and that any two directors be authorised to sign the letter of Representation on behalf of the Company.

The board noted the Audit Opinion Report from the C&AG circulated with the meeting papers.

9. **UNANIMOUS WRITTEN RESOLUTION UNDER SECTION 175(3) OF THE COMPANIES ACT 2014**

IT WAS RESOLVED that the Annual General Meeting be held on 28th day of September 2023 at 2.00 pm at 2nd Floor, Ashford House, Tara Street, Dublin 2, Dublin, D02 VX67 and that the company secretary was authorised to issue the appropriate notices once the statutory auditor and the C&AG have signed their audit reports.

10. **UNAUDITED INTERIM FINANCIAL STATEMENTS**

The unaudited interim financial statements for the six months ended 30 June 2023 (the "**Interim Financial Statements**") were presented to the meeting.

It was noted that a draft copy of the Interim Financial Statements had been submitted to the Department of Housing, Local Government and Heritage and the Department of Public Expenditure, National Development Plan Delivery and Reform (the "**Departments**") before the 31 August 2023.

The Directors gave full and careful consideration to the Interim Financial Statements and were satisfied that they gave a true and fair view of the Company's affairs and **IT WAS RESOLVED THAT** the Interim Financial Statements be and are hereby approved and circulated to the Departments.

11. **ANY OTHER BUSINESS**

11.1 There being no further business, the Chair brought the meeting to a close.

Cormac O'Rourke
Chair