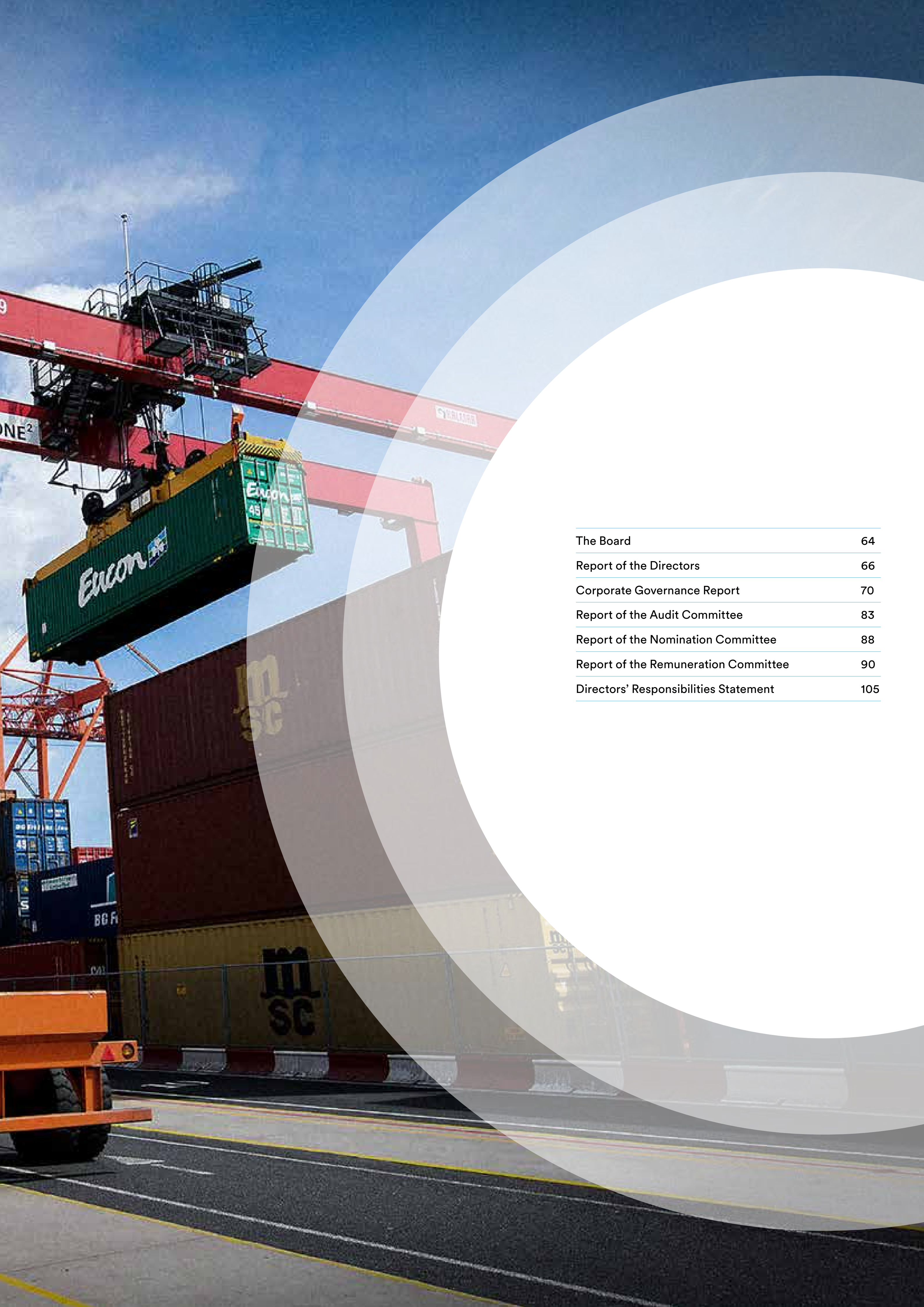
Corporate Governance

Strategically located container terminals which handled 320,800 container units during 2019 in Ireland's main ports of Dublin and Belfast for shipping operators providing services to key continental hub ports and onwards access to global markets.



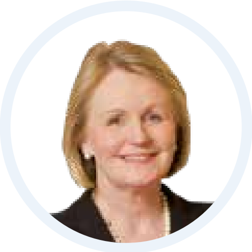
The Board	64
Report of the Directors	66
Corporate Governance Report	70
Report of the Audit Committee	83
Report of the Nomination Committee	88
Report of the Remuneration Committee	90
Directors’ Responsibilities Statement	105

The Board

The Group's non-executive Directors are:

John B. McGuckian BSc (Econ)
Chairman

John B. McGuckian, aged 80, has been a Director for 32 years having been appointed as a non-executive Director in 1988 and Chairman in 2004. He has a wide range of interests, both in Ireland and internationally. He is also a Director of Cooneen Textiles Limited. He is a former Director of a number of listed companies and he has previously acted as the Chairman of; the International Fund for Ireland, the Industrial Development Board for Northern Ireland, UTV Media plc (where he was also a member of the Remuneration Committee) and as Senior Pro-Chancellor and Chairman of the Senate of the Queen's University of Belfast.



Catherine Duffy BA LegSc, DipLeg Stds
Independent Director

Catherine Duffy, aged 58, has been a Director for 8 years having been appointed to the Board in 2012. Catherine is a Senior Partner and former Chair of law firm A&L Goodbody specialising its Banking and Financial Services. Catherine is a member and a former Chair of the International Legal Advisory Panel to the Aviation Working Group of Unidroit. She was previously a non-executive Director of Beaumont Hospital and a member of the first Advisory Group to the Irish Maritime Development Office, a government sponsored organisation set up to promote and assist the development of Irish shipping and shipping services.

Committee Membership: Audit Committee, Nomination Committee (Chairperson) and Remuneration Committee

Brian O'Kelly BBS, FCA
Senior Independent Director

Brian O'Kelly, aged 57, has been a Director for 7 years having been appointed to the Board in 2013. Brian is Co-Head of Investment Banking in Goodbody having previously been Managing Director of Goodbody Corporate Finance. He is an executive director of Ganmac Holdings, the parent company of Goodbody. Brian qualified as a Chartered Accountant with KPMG and was subsequently a Director of ABN AMRO Corporate Finance. He is a member of the Listing Committee of Euronext Dublin.

Committee Membership: Audit Committee, Remuneration Committee (Chairperson), Nomination Committee

John Sheehan FCA
Independent Director

John Sheehan, aged 54, was appointed to the Board in October 2013. John holds a senior position with Ardagh Group, a leading operator in the global glass and metal packaging sector with operations principally in Europe and North America. John has over 20 years of experience at management level with exposure to international acquisition and development projects. He was formerly Head of Equity Sales at NCB Stockbrokers, now part of Investec Bank, where he spent thirteen years in a range of roles and directly covered various industry sectors including transport and aviation. John qualified as a Chartered Accountant with PwC.

Committee Membership: Audit Committee (Chairperson), Remuneration Committee, Nomination Committee

The Group's Executive Directors are:

Eamonn Rothwell BComm, MBS, FCCA, CFA UK
Chief Executive Officer

Eamonn Rothwell, aged 64, has been a Director for 33 years having been appointed as a non-executive Director in 1987 and subsequently to the position of Chief Executive Officer in 1992. He is also a Director of Interferry European Office A.I.S.B.L. He is a former Director of The United Kingdom Mutual War Risks Association Limited, Interferry Inc and The United Kingdom Mutual Steam Ship Assurance Association (Bermuda) Limited. He is a past executive Director of former stockbrokers NCB Group, now part of Investec Bank. Prior to that, he worked with Allied Irish Banks plc and Fáilte Ireland (The Irish Tourist Board).

Committee Membership: Nomination Committee

David Ledwidge FCA, BSc (Mgmt)
Chief Financial Officer

David Ledwidge, aged 40, was appointed to the Board on 3 March 2016. David joined the Group in 2006 from professional services firm Deloitte where he qualified as a Chartered Accountant. He has held various financial positions within the Group, including Group Risk Accountant, and most recently as Finance Director of Irish Ferries. He was appointed to his current role as Group Chief Financial Officer in May 2015.

The Company secretary is:

Thomas Corcoran BComm, FCA
Company Secretary

Thomas Corcoran, aged 55, joined the Company in 1989 from the international professional services firm PwC, where he qualified as a Chartered Accountant. He has held a number of financial positions within the Group and is currently Group Financial Controller and Company Secretary. He was appointed Company Secretary in 2001.

Report of the Directors

The Directors present their Report together with the audited financial statements of the Group for the financial year ended 31 December 2019.

Results for the year and Business Developments

Details of the results for the financial year are set out in the Consolidated Income Statement on page 118 and in the related notes forming part of the financial statements. The fair review of the development of the business of the Company and its subsidiaries is set out in the Operating and Financial Review on pages 18 to 38. This includes a description of the principal activities, principal risks, uncertainties, alternative performance measures and environmental and employee matters.

Research and Development

The Group actively monitors developments in ship design and ship availability with an emphasis on product improvement and achievement of economies of scale.

Dividend and Share Buyback

Dividends paid during the year ended 31 December 2019 are set out in the Consolidated Statement of Changes in Equity on page 121 for the Group and the Company Statement of Changes in Equity on page 183 for the Company.

In June 2019, a final dividend of 8.56 cent per ICG Unit was paid in respect of the financial year ended 31 December 2018. In October 2019, an interim dividend of 4.42 cent per ICG Unit was paid in respect of the financial year ended 31 December 2019.

The Board is proposing a final dividend of 8.99 cent per ICG Unit to be paid in respect of the financial year ended 31 December 2019 in June 2020 which is estimated to be €16.8 million.

The Company has adopted a progressive dividend policy the aim of which is to gradually increase or at least maintain the annual total dividend per share over the medium term. Any dividend is declarable at the discretion of the Directors following assessment of the Company's performance, its cash resources and distributable reserves. At 31 December 2019 the Company's retained earnings amounted to €139.4 million all of which were considered to be distributable.

The Company bought back 2,900,000 of its shares, representing 1.5% of its issued share capital at 1 January 2019 during the year for a total consideration of €12.9 million. Further details are contained at note 20 to the financial statements.

Board of Directors

The Board members are listed on pages 64 to 65 of this report.

The Company's Constitution, requires that one third of the Directors are required to retire from office at each Annual General Meeting of the Company. However, in accordance with the provisions contained in the UK Corporate Governance Code, the Board has decided that all Directors should retire at the 2020 Annual General Meeting and offer themselves for re-election. Biographical details of the Directors are set out on pages 64 to 65 of this report and the result of the annual board evaluation is set out on page 77.

Accounting Records

The Directors believe that they have complied with the requirements of Section 281 to 285 of the Companies Act 2014 with regard to maintaining adequate accounting records by employing accounting personnel with appropriate expertise and by providing adequate resources to the finance function. The accounting records of the Company are maintained at the Company's registered office, Irish Continental Group plc, Ferryport, Alexandra Road, Dublin 1, Ireland.

Going Concern

The financial statements have been prepared on the going concern basis and, the Directors report that they have satisfied themselves at the time of approving the financial statements that the Group and Company are going concerns, having adequate financial resources to continue in operational existence for the foreseeable future. In forming this view the Directors have considered the future cash requirements of the Group's business in the context of the economic environment of 2020, the principal risks and uncertainties facing the Group on pages 54 to 57, the Group's 2020 budget plan and the medium-term strategy of the Group, including capital investment plans. The future cash requirements have been compared to bank facilities which are available to the Group and Company.

Viability Statement

The Directors have assessed ICG's viability over a timeframe of five years which the Directors believe reflects an appropriate timeframe for performing realistic assessments of future performance given the dynamic nature of our markets as regards the competitive landscape, economic activity, long-life assets and the significant capital investment commitments related to the construction of a new cruise ferry.

In making their assessment, the Directors took account of ICG's current financial and operational positions and contracted capital expenditure. These positions were then rolled forward based on a set of assumptions on expected outcomes to arrive at a base projection. Sensitivity analysis was then performed on the base projection against potential financial and operational impacts, in severe but plausible scenarios, of the principal risks and uncertainties and the likely degree of effectiveness of current and available mitigating actions as set out on pages 54 to 57. It was further assumed that functioning financial markets exist throughout the assessment period with bank lending available to the Group on normal terms and covenants. The process which was performed by management was subject to examination and challenge by the Directors.

Based on this assessment, the Directors have a reasonable expectation that the Company and the Group will be able to continue in operation and meet all their liabilities as they fall due over the five years assessment periods.

Directors' Compliance Statement

The Directors acknowledge that they are responsible for securing compliance by the Company with its Relevant Obligations as defined by the Companies Act 2014 (the Relevant Obligations).

The Directors confirm that they have drawn up and adopted a compliance policy statement setting out the Company's policies that, in the Directors' opinion, are appropriate to the Company respecting compliance by the Company with its Relevant Obligations.

The Directors further confirm the Company has put in place appropriate arrangements or structures that are, in the Directors' opinion, designed to secure material compliance with its Relevant Obligations. For the year ended 31 December 2019, the Directors have reviewed the effectiveness of these arrangements and structures during the financial year to which this Report relates.

In discharging its obligations under the Companies Act 2014, as set out above, the Directors have relied on the advice of persons employed by the Company or retained by it under a contract for services, who the Directors believe to have the requisite knowledge and experience to advise the Company on compliance with its Relevant Obligations.

Disclosure of Information to Statutory Auditors

In accordance with the provisions of Section 330 of the Companies Act 2014, each Director of the Company at the date of approval of this report individually confirms that:

- So far as they are aware, there is no relevant audit information, as defined in the Companies Act 2014, of which the Statutory Auditor is unaware; and
- They have taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information (as defined) and to ensure that the Statutory Auditor is aware of such information.

International Financial Reporting Standards

Irish Continental Group presents its Financial Statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union. The Group has adopted all of the new and revised Standards and Interpretations issued by the International Accounting Standards Board (IASB) and the International Financial Reporting Interpretations Committee (IFRIC) of the IASB that are relevant to its operations and effective for accounting periods beginning on 1 January 2019 and that have been adopted by the European Union.

Principal Risks and Uncertainties

The Group has a risk management structure in place which is designed to identify, manage and mitigate the threats to the business. The key risks facing the Group include strategic, operational, financial and, information technology and cyber risks arising in the ordinary course of business. Further details of risks and uncertainties are set out on pages 54 to 57.

Report of the Directors
Continued

Substantial Shareholdings
The latest notifications of interests of 3% or more in the share capital of the Company received by the Company on or before 4 March 2020 and as at 31 December 2019 were as follows:

Beneficial Holder as Notified	4 March 2020		31 December 2019	
	Number of Units	% of Issued Units	Number of Units	% of Issued Units
Eamonn Rothwell	29,899,729	15.90%	29,899,729	15.90%
Wellington Management Company, LLP	17,276,545	9.20%	17,276,545	9.20%
Ameriprise Financial Inc.	15,260,710	8.10%	15,260,710	8.10%
Marathon Asset Management, LLP	11,647,052	6.20%	14,343,681	7.60%
Kinney Asset Management, LLC	7,737,838	4.10%	7,737,838	4.10%
FMR, LLC	6,229,035	3.30%	6,229,035	3.30%
BlackRock Inc.	6,162,207	3.20%	7,271,837	3.80%

Directors, Secretary and their Interests
The interests of the Directors and Secretary of the Company and their spouses and minor children in the share capital of the Company at 31 December 2019 and 1 January 2019 all of which were beneficial, were as follows:

Director	31/12/2019 ICG Units	01/01/2019 ICG Units	31/12/2018 Share Options	01/01/2018 Share Options
John B. McGuckian	296,140	296,140	-	-
Eamonn Rothwell	29,899,729	29,553,479	1,408,000	1,182,000
Catherine Duffy	-	-	-	-
David Ledwidge	97,938	92,028	382,500	306,500
Brian O'Kelly	41,740	41,740	-	-
John Sheehan	35,000	15,000	-	-
Company Secretary				
Thomas Corcoran	213,579	179,329	470,000	414,500

ICG Units are explained on page 202 of this report.

Auditors
In accordance with Section 383(2) of the Companies Act 2014, the Auditor, Deloitte Ireland LLP, Chartered Accountants and Statutory Audit firm, continue in office and a resolution authorising the Directors to fix their remuneration will be proposed at the forthcoming AGM. Details of Deloitte's appointment is set out on page 86. Deloitte were first appointed Auditors to the Company during 1988.

Corporate Governance
The Group applies the principles and provisions of The UK Corporate Governance Code (2018) as adopted by Euronext Dublin and the UK Financial Conduct Authority and of the Irish Corporate Governance Annex (the Irish Annex) issued by Euronext Dublin. A Corporate Governance Report is set out on pages 70 to 82 and is incorporated into this Report by cross reference.

The Group has established an Audit Committee whose report is included at pages 83 to 87.

Key Performance Indicators
The Group uses a set of headline Key Performance Indicators (KPIs) to measure the performance of its operations. These KPIs are set out on pages 22 to 25 and are incorporated into this Report by cross reference.

Future Developments

The Group has contracted for a second new cruise ferry to be built at a contract price of €165.2 million by the German company FSG who built the W.B. Yeats and is scheduled for delivery in late 2020. It is planned that this cruise ferry will replace the Ulysses on the peak sailings between Dublin-Holyhead, with the Ulysses becoming the second vessel on that route and the chartered vessel Epsilon redelivered to owners. The ship will give ICG an increase in effective capacity from 200 freight units up to 300 freight units on peak sailings. This will allow ICG to continue growing on the key Dublin-Holyhead route into the future.

The Group is also fitting exhaust gas cleaning systems on all its owned vessels which will lead to reduction in exhaust sulphur emissions below the maximum permitted under recent regulation effective from 1 January 2020. This program will take place over 2020 with the Ulysses cruise ferry due for completion in the first quarter of 2020. The Group is also expanding operations at the Dublin container terminal with the addition of container stacks and new automated electrical mobile gantries.

The Group is closely monitoring developments in negotiations between the European Union and the United Kingdom following the United Kingdom exit from the European Union on 31 January 2020 and consequent effects these may have on the Group's activities. The Group is also monitoring developments around Covid-19 (the corona virus) and the effect it may have on trade and travel. In line with its strategy, the Group will continue to pursue investments which meet its stringent return criteria and which improve our environmental performance.

Events after the Reporting Period

The Board is proposing a final dividend of 8.99 cent per ICG Unit in respect of the results for the financial year ended 31 December 2019.

Annual Report and Financial Statements

This Annual Report together with the Financial Statements for the financial year ended 31 December 2019 was approved by the Directors on 4 March 2020. The Directors consider that the Annual Report and Financial Statements, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

Annual General Meeting

Notice of the Annual General Meeting, which will be held on Tuesday, 12 May 2020*, will be notified to shareholders in April 2020.

On behalf of the Board

Eamonn Rothwell	**David Ledwidge**
Director	Director

4 March 2020
Registered Office: Ferryport, Alexandra Road, Dublin 1, Ireland.

* Subsequent to the approval of this Annual Report, the Annual General Meeting was postponed to a later date (see pg 203).

Corporate Governance Report

Dear Shareholder,

Corporate Governance is concerned with how companies are directed and controlled. Your Board acknowledges the importance of, and is committed to maintaining high standards of corporate governance practices. We strongly believe that good corporate governance supports the delivery of our strategy and is essential to long-term sustainable growth and maintenance of shareholder value. The Board sets the tone for governance practices across the whole Group.

The Group applies the principles and provisions of The UK Corporate Governance Code (the Code) issued by the Financial Reporting Council and the Irish Corporate Governance Annex (the Irish Annex) issued by Euronext Dublin. We are reporting against the July 2018 edition of the Code which became effective for the Group commencing 1 January 2019. The key changes over the previous version of the Code include reporting on how corporate culture is integrated into governance processes, board composition and tenure, engagement with stakeholders and an expanded role of the Remuneration Committee. We have reviewed our governance processes and where necessary made changes in order to achieve substantial compliance with the Code.

The Corporate Governance Report explains how the Group has applied the principles set out in the Code and the Irish Annex. While we acknowledge that the Code sets overall current best practice expectations, your Board reserves its discretion not to apply certain provisions where they may not be compatible with its business model and/ or its legal obligations. In these circumstances an explanation is provided.

Your Board currently comprises two executive and four non-executive Directors. Further details on Board composition is set out on pages 76 and 77. During the year I led the annual Board evaluation and concluded that the Board was as a whole operating effectively for the long-term success of the Group.

The reports from the Committee chairmen are set out on pages 83 to 104.

The business conditions we face create opportunities and challenges going forward and I look forward to continuing open and constructive debate and ensuring that our corporate governance practices remain appropriate to assist in the future sustainable growth of the Group.

John B. McGuckian

Corporate Governance Code

The Company is committed to the principles of corporate governance contained in the UK Corporate Governance Code (the Code) issued in July 2018 by the Financial Reporting Council, as adopted by Euronext Dublin, for which the Board is accountable to shareholders. The Irish Corporate Governance Annex (the Irish Annex) issued by Euronext Dublin also applies to the Group.

The Board considers that, having explained in this Report, throughout the period under review the Group has been in compliance with the provisions of the Code and the requirements set out in the Irish Annex. This Corporate Governance Report at page 73 explains the Group's approach to workforce engagement, and at page 75 notes that the Chairman's tenure exceeds 9 years. The Report of the Remuneration Committee at page 100 explains why in relation to one Director a notice period in excess of one year may apply in limited circumstances.

The Code required the Board to describe in its Annual Report how the interests of key stakeholders and the matters set out in S172 of the United Kingdom Companies Act of 2016 have been considered in Board discussions and decision making. While Irish Continental Group plc is incorporated in Ireland and not subject to UK legislation, the Board is satisfied that these matters have been addressed in discussions and disclosures throughout this Annual Report including discussion on strategy and business model, business review, risk processes, environmental matters and employee engagement.

The Code can be viewed on the Financial Reporting Council's (FRC) website (www.frc.org.uk) and the Irish Annex on Euronext Dublin website (www.euronext.com).

Board Leadership and Company Purpose

The Board is collectively responsible for the long-term sustainable success of the Group through provision of leadership within a framework of prudent and effective controls which enables risk to be assessed and managed. Pursuant to the Constitution, the Directors of the Company are empowered to exercise all such powers as are necessary to manage and run the Company, subject to the provisions of the Companies Act 2014.

In discharging this responsibility the Board has adopted a formal schedule of matters specifically reserved to it for decision, which covers key areas of the Group's business including approval of financial statements, budgets (including capital expenditure), acquisitions or disposals, dividends and share redemptions, Board appointments and setting the risk appetite. Certain additional matters are delegated to Board Committees.

Corporate Governance Report
Continued

Group Strategy and Corporate Governance

On page 20 we describe the Group's strategy. This strategy is supported by our five strategic pillars, consideration of which is interwoven throughout the Board agenda for each meeting.

Strategic Pillar	Board activities
Quality assets Investment in quality assets is essential to ensure reliable timely and high quality experience for our customers which are essential to retaining the Group's pivotal position in Ireland's international logistics chain.	• The oversight and monitoring of performance of the fleet including the introduction of W.B. Yeats into service during 2019. • Investment evaluation and approval including: - cruise ferry vessel upgrade works both customer facing and background technical improvements. - front end customer facing booking systems. - container terminal automation and booking systems.
People and culture Our customers' experience is directly affected through their interaction with our employees and third party contractors.	• Overview of service quality reports. • Monitoring of feedback from staff briefing sessions. • Site visits. • Approval of whistleblowing procedures.
Financial management Pursuit of investment opportunities within stringent risk and reward hurdles and avoidance of speculative financial positions.	• Monitoring of financial liquidity and headroom. • Challenge of investment proposals presented by the executive team in terms of resilience and risk appetite. • Ongoing consideration of commodity and currency exposures.
Safety The operational safety of our vessels and terminal facilities is paramount to maintaining the reputation of our brands which is vital to future success and a strong safety culture is promoted across all activities.	• Oversight of operational safety reviews. • Site visits and travel on Group vessels. • Briefings by the Risk Management Committee.
Environment The Group seeks to minimise the impact of its activities on the environment through constant innovation, efficiency and awareness.	• The Board has oversight of Group compliance with existing regulations and potential effects of new regulation. • Approval of new investment is conditional on the project meeting known future regulation and improving the Group's environmental performance. • The Board has overseen the development of a culture of environmental awareness throughout the Group embodied within an environmental framework to drive continuous improvement.

Communications with Shareholders

The Board promotes good communications with shareholders and the Group commits resources to shareholder communication commensurate with its size. Other than during close periods and subject to the requirements of the Takeover Code, when applicable, the Chief Executive and the Chief Financial Officer have a regular dialogue with its major shareholders throughout the year and report on these meetings to the Board. The Senior Independent Director is also available on request to meet with major shareholders.

The Board encourages communications with shareholders and welcomes their participation at all general meetings of the Company. The Board notes that at the 2019 AGM, held on 17 May 2019, the advisory resolution to receive the Report of the Remuneration Committee for the year ended 31 December 2018 received 78% support. There had been extensive communication with major shareholders prior to the meeting with further opportunity to raise any corporate governance concerns at subsequent meetings since then. Further information is contained in the Report of the Remuneration Committee.

Regular formal updates are provided to shareholders and are available on the Group's website. During 2019 these included Trading Updates, the Half-Yearly Financial Report, and the Annual Report and Financial Statements together with investor presentations. Irish Continental Group's website, www.icg.ie, also provides access to other corporate and financial information, including all regulatory announcements and a link to the current ICG Unit price.

The 2020 Annual General Meeting is scheduled for 12 May 2020*. Arrangements will be made for the 2019 Annual Report and 2020 Annual General Meeting Notice to be available to shareholders 20 working days before the meeting and for the level of proxy votes cast for and against each resolution and the number of abstentions, to be announced at the meeting. Further details on the procedures applicable to general meetings are set out on page 80.

Further investor relations information is available on pages 202 to 204 of this Report.

Workforce Engagement

The Board notes the Code provision relating to workforce engagement and the methods which might be used to effect same. The Board has considered these against the nature of the manner in which the Group's activities are performed. As is common practice in the maritime sector, our vessels are crewed through third party managers. The Group has no legal rights to engage with the individual crew members who are directed and controlled by the third party manager. The Group ensures that the third party crews carryout their functions to required standards through the monitoring of service levels on board vessels. The contracts between the Group and the crewing managers include detailed service level arrangements and requirements that the third party adhere to international IMO regulations regarding employment terms for seafarers. The Group monitors the crewing manager certification on an ongoing basis. The Group has also entered into third party labour contracts with respect to its terminal operations.

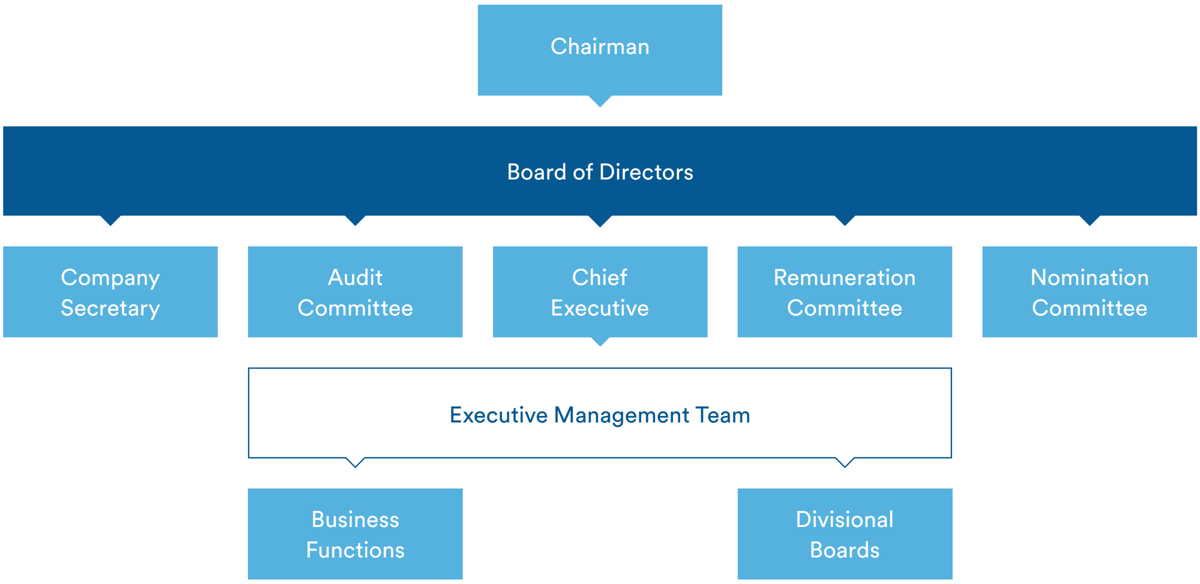
At peak season the Group engages in excess of 1,000 persons, of which approximately 300 are direct employees. The Board has considered that the most appropriate manner in which it can ensure that the interests of persons employed directly or indirectly can be considered is through challenging the CEO and divisional managing directors on their regular reports to the Board.

Both formal and informal processes underlie engagement with the direct workforce. Formal processes include general briefing sessions to all employees twice annually in conjunction with release of results. There are also annual staff reviews which promote the exchange of views. The Group has also formulated grievance and whistleblowing procedures whereby employees can report any concern in confidence. Informally given the small direct workforce there is an open access policy whereby any employee has access to any manager up to the CEO. Senior management also regularly visit all Group locations. Within these processes executive management report on workforce matters to the Board.

* Subsequent to the approval of this Annual Report, the Annual General Meeting was postponed to a later date (see pg 203).

Corporate Governance Report
Continued

ICG Corporate Governance Framework



Whistleblowing Procedures
The Group has a suite of policies covering employee conduct which are available on the internal staff intranet. Employees are reminded to refresh their knowledge of these policies at least annually. These policies include a whistleblowing policy to ensure procedures are in place to enable employees to raise, in a confidential manner, any genuine concerns about possible financial impropriety or other wrongdoing. This is now reviewed annually by the Board reflecting the broader scope of the policy. The most recent review of the policy by the Board to ensure that it remains appropriate to the circumstances of the Group was in October 2019.

Division of Responsibilities
The Board comprises of two executive and four non-executive Directors. The roles of Chairman and Chief Executive are separate, set out in writing and approved by the Board.

Details of the professional and educational backgrounds of each Director encompassing the experience and expertise that they bring to the Board are set out on pages 64 to 65. The Board believes that it is of a size and structure and that, the Directors bring an appropriate balance of skills, experience, independence and knowledge to enable the Board to discharge its respective duties and responsibilities effectively, with no individual or Group of individuals dominating the Board's decision making. Each of the non-executive Directors has a broad range of business experience independent of the Group both domestically and internationally.

The Board has adopted the corporate governance structure set out above.

Chairman: The Board is led by the Chairman who is responsible for its overall effectiveness in directing the Group. John B. McGuckian has served as Chairman of the Board since 2004 and is responsible for leading the Board ensuring its effectiveness through;

- Setting the Board's agenda and ensuring that adequate time is available for discussion.
- Promoting a culture of openness and debate by facilitating the effective contribution of Non-Executive Directors in particular and ensuring constructive relations between Executive and Non-Executive Directors.
- Ensuring that the Directors receive accurate, timely and clear information.
- Ensuring effective communication with shareholders.

Chief Executive: The Board has delegated the management of the Group to the Executive Management, through the direction of Eamonn Rothwell who has served as Chief Executive since 1992. The Chief Executive is responsible for implementing Board strategy and policies and closely liaises with the Chairman and manages the Group's relationship with its shareholders.

Senior Independent Director: The Board, having considered his experience, has appointed Brian O'Kelly as the Senior Independent Director. The Senior Independent Director acts as a sounding board for the Chairman and serves as an intermediary for the other Directors if necessary. Mr O'Kelly is also available to shareholders if they have concerns which have not been resolved through the normal channels of Chairman, Chief Executive or for which such contact is inappropriate.

Non-Executive Directors: Non-Executive Directors through their knowledge and experience gained outside the Group constructively challenge and contribute to the development of Group strategy. Non-Executive Directors scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance. They satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible. Through their membership of Committees they are responsible for determining appropriate levels of remuneration of Executive Directors and have a prime role in appointing and, where necessary, removing executive directors, and in succession planning.

Company Secretary: The Company Secretary provides a support role to the Chairman and the Board ensuring good information flows within the Board and its Committees and between senior management and non-Executive Directors, as well as facilitating induction and assisting with professional development as required and advising the Board through the Chairman on governance matters. Thomas Corcoran has served as Company Secretary since 2001.

Committees: During the year ended 31 December 2019, there were three standing Board Committees with formal terms of reference; the Audit Committee, the Nomination Committee and the Remuneration Committee. In addition the Board will establish ad-hoc sub-committees to deal with other matters as necessary. All Board Committees have written terms of reference setting out their authorities and duties delegated by the Board. The terms of reference are available, on request, from the Company Secretary and on the Group's website. The reports of the Committees are set out at pages 83 to 104.

Independence: All of the non-executive Directors are considered by the Board to be independent of management and free of any relationships which could interfere with the exercise of their independent judgement. In considering their independence, the Board has taken into account a number of factors including their length of service on the Board, other directorships held and material business interests.

Mr. McGuckian has served on the Board for more than nine years since his first appointment. Notwithstanding this tenure the Board, as advised by the Nomination Committee, considers Mr. McGuckian to be independent. Mr. McGuckian has a wide range of interests and experience both domestically and internationally. The Board has considered the knowledge, skills and experience that he contributes and assesses him to be both independent in character and judgement and to be of continued significant benefit to the Board. Mr. McGuckian was also assessed to be independent at the date of appointment as Chairman in 2004.

Catherine Duffy is a partner at law firm A&L Goodbody from whom the Company has received legal services in their capacity as legal advisors to the Company. Details of the expenses incurred, which were on an arm's length basis at standard commercial terms, are set out at note 34 to the Financial Statements. The expense incurred in 2019 was significantly higher than in previous years and relates principally to the Group's referral of the National Transport Authority determinations of the Group's non-compliance with the EU Regulation covering sea passengers to the High Court of Ireland for judicial review. The Group engaged A&L Goodbody to advise on this matter given their expertise in the area and knowledge of the Group. Catherine Duffy absented herself from the decision on this appointment. In her role at A&L Goodbody, Catherine has not been involved in providing advice to the Company. The Board, as advised by the Nomination Committee, has considered the relationship and does not consider it to affect Catherine's independence as a non-Executive Director of the Company.

Corporate Governance Report
Continued

Division of Responsibilities – continued

Meetings: The Board agrees a schedule of regular meetings each calendar year and also meets on other occasions if necessitated with contact between meetings as required in order to progress the Group's business. Where a Director is unable to attend a meeting, they may communicate their views to the Chairman. The Directors receive regular and timely information in a form and quality appropriate to enable the Board to discharge its duties. Non-Executive Directors are expected to utilise their expertise and experience to constructively challenge proposals tabled at the meetings. The Board has direct access to the executive management who regularly brief the Board in relation to operational, financial and strategic matters concerning the Group.

Director attendances at scheduled meetings are set out below. The Chairman also holds meetings with the non-executive Directors without the executive Directors present and the non-executive Directors also meet once a year, without the Chairman present.

Attendance at scheduled Board meetings during the year ended 31 December 2019 was as follows:

Member	A	B	Tenure
J. B. McGuckian (Chair)	7	7	32 years
E. Rothwell	7	7	33 years
C. Duffy	7	7	8 years
D. Ledwidge	7	7	4 years
B. O'Kelly	7	7	7 years
J. Sheehan	7	7	6 years

Column A: the number of scheduled meetings held during the year where the Director was a member of the Board.
Column B: the number of scheduled meetings attended during the year where the Director was a member of the Board.

Access to Advice: There is a procedure for Directors in the furtherance of their duties to take independent professional advice, at the expense of the Group, if they consider this necessary. The Group carries Director liability insurance which indemnifies Directors in respect of legal actions that may be taken against them in the course of discharging their duties as Directors.

All Directors have access to the advice and services of the Company Secretary, who is responsible to the Board for ensuring that Board procedures are followed and that applicable rules and regulations are complied with.

Composition, Succession and Evaluation

The Board has established a Nomination Committee to lead the appointments process and plan for orderly succession at Board and senior management level. The Nomination Committee report is set out on pages 88 to 89.

Appointments: All Directors are appointed by the Board, following a recommendation by the Nomination Committee, for an initial term not exceeding three years, subject to annual re-election at the Annual General Meeting. Prior to their nomination as a non-executive Director, an assessment is carried out to determine that they are independent. Non-executive Directors' independence is thereafter reviewed annually, prior to recommending the resolution for re-election at the AGM. Under the Articles each Director is subject to re-election at least every three years but in accordance with the Code the Board has agreed that each Director will be subject to annual re-election at the AGM.

The terms and conditions of appointment of non-executive Directors appointed after 2002 are set out in their letters of appointment, which are available for inspection at the Company's registered office during normal office hours and at the Annual General Meeting of the Company.

Development and Induction: On appointment, Directors are given the opportunity to familiarise themselves with the operations of the Group, to meet with executive management, and to access any information they may require. Each Director brings independent judgement to bear on issues of strategy, risk and performance. The Directors also have access to the executive management in relation to any issues concerning the operation of the Group.

The Board recognises the need for Directors to be aware of their legal responsibilities as Directors and it ensures that Directors are kept up to date on the latest corporate governance guidance, company law developments and best practice.

Performance Evaluation: The Board conducts an annual self-evaluation of the Board as a whole, the Board processes, its committees and individual Directors. The purpose of the evaluation process includes identification of improvements in Board procedures and to assess each Director's suitability for re-election. The process which is led by the Chairman, is forward looking in nature. On a triennial cycle an independent external facilitator is engaged to further assist the process, the most recent such engagement relating to the 2017 evaluation.

For the 2019 evaluation, the Company Secretary made a presentation to the Board outlining key focus areas for consideration by the Directors against key events addressed by the Board during the year together with a review of the matters for action emanating from the previous evaluation. The focus areas included Board composition, Board agenda, Director interaction, quality of information, time allocation and decision making processes. Post the presentation the Chairman reviewed with each Director their observations on the items raised in the presentation together with a review of Director performance. Following conclusion of the Director engagement the Chairman reported to the Board on the outcome of the evaluation process which indicated that the Board as a whole was operating effectively for the long-term success of the Group and that each Director was contributing effectively and demonstrating commitment to the role. The ongoing progress on the Board process matters noted in the prior year was acknowledged with no further matters added as a result of the latest evaluation.

Within the process, the non-executive Directors, led by the Senior Independent Director, met without the Chairman being present to evaluate the Chairman's performance. The Senior Independent Director subsequently reported to the Board that the Chairman was providing effective leadership of the Board.

Audit Risk and Internal Control

The Board has described its business model on pages 20 to 21 setting out how the Company generates value over the longer term and the strategy for delivering the objectives of the Company.

The Board has overall responsibility for determining the Group's risk appetite but has delegated responsibility for the review, design implementation and monitoring of the Group's internal control system to the Audit Committee. These systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable, and not absolute, assurance against material misstatement or loss.

In accordance with Guidance on Risk Management, Internal Control and Related Financial and Business Reporting (September 2014) issued by the FRC, the Board confirms that there is a continuous process for identifying, evaluating and managing the significant risks faced by the Group, that it has been in place for the period under review and up to the date of approval of the financial statements, and that this process is regularly monitored by the Board. The report of the Audit Committee is set out on pages 83 to 87. The risk management framework and processes including the principal risks and uncertainties identified are set out on pages 52 to 57.

No material weaknesses in internal controls were reported to the Board during the year.

Taking account of the Group's current position and principal risks the Directors have set out in the Viability Statement on page 67 their assessment of the prospects for the Group.

Reporting

The Board is committed to providing a fair, balanced and understandable assessment of the Company's position and prospects to shareholders through the Annual Report, the Interim Statement and any other public statement issued by the Company. The Directors have considered the Annual Report based on a review performed by the Audit Committee and have concluded that it represents a fair, balanced and understandable assessment of the Company's position and prospects.

Remuneration

The Board has delegated the approval of remuneration structures and levels of the executive Directors and senior management to the Remuneration Committee whose report is set out at pages 90 to 104.

Corporate Governance Report
Continued

Diversity
The Board has adopted a Board Diversity Policy in compliance with the European Union (Disclosure of non-financial and diversity information by certain large undertakings and Groups) Regulation 2017. The promotion of a diverse Board makes prudent business sense and for stronger corporate governance.

The Company seeks to maintain a Board comprised of talented and dedicated directors with a diverse mix of expertise, experience, skills and backgrounds reflecting the diverse nature of the business environment in which the Company operates. For purposes of Board composition, diversity includes, but is not limited to, age, gender or educational and professional backgrounds.

When assessing Board composition or identifying suitable candidates for appointment or re-election to the Board, the Company, through the Nomination Committee, considers candidates on merit against objective criteria having due regard to the benefits of diversity and the needs of the Board. The Company does not focus on any single diversity characteristic and, accordingly, has not adopted targets in respect of any single diversity characteristic.

The Nomination Committee will give due regard to diversity when reviewing Board composition and considering Board candidates. The Committee will report annually, in the corporate governance section of the Annual Report, on the process it has used in relation to any Board appointments.

Beyond the Board the senior management team and direct reports comprise 20 individuals in total, of which 20% are female. While the Board acknowledges the imbalance of this ratio compared to society at large it is reflective of the industry sector in which the Group operates. Against this background, the Board has not set any gender ratio target but is committed to improving this ratio over time. In that regard the Nomination Committee and executive management, as appropriate, will actively seek out a greater pool of female candidates when undertaking any future recruitment process.

Matters Pertaining to Share Capital
The information set out below is required to be contained in the Report of the Directors under Regulation 21 of the European Communities (Takeover Bids (Directive 2004/25/EC)) Regulations 2006 (S.I. 255/2006). The information represents the position at 31 December 2019.

For the purposes of Regulations 21(2)(c), (e), (j) and (k) of the European Communities (Takeover Bids (Directive 2004/25/EC)) Regulations 2006 (S.I. 255/2006), the information given under the following headings: (i) Substantial Shareholdings page 68; (ii) Share Option Plans page 98; (iii) Long Term Incentive Plan page 93; (iv) Service Contracts page 100; and (v) Share-based Payments page 169; (vi) Borrowings page 156, are deemed to be incorporated into this statement.

Share capital
The authorised share capital of the Company is €29,295,000 divided into 450,000,000 ordinary shares of €0.065 each (Ordinary Shares) and 4,500,000,000 Redeemable Shares of €0.00001 each (Redeemable Shares). The Ordinary Shares represent approximately 99.85% and the Redeemable Shares represent approximately 0.15% of the authorised share capital. The issued share capital of the Company as at the date of this Report is 187,419,390 Ordinary Shares. There are no Redeemable Shares currently in issue.

Ordinary Shares and Redeemable Shares (to the extent Redeemable Shares are in issue) are inextricably linked as an ICG Unit. An ICG Unit is defined in the Constitution of the Company as "one Ordinary Share in the Company and ten Redeemable Shares (or such lesser number thereof, if any, resulting from the redemption of one or more thereof) held by the same holder(s)".

The rights and obligations attaching to the Ordinary Shares and Redeemable Shares are contained in the Constitution of the Company.

The Directors may exercise their power to redeem Redeemable Shares from time to time pursuant to the Company's Articles of Association where there are Redeemable Shares in issue.

The structure of the Group's and Company's capital and movement during the year are set out in notes 20 and 21 to the financial statements.

Restrictions on the Transfer of Shares
Save as set out below there are no limitations in Irish law on the holding of ICG Units and there is no requirement to obtain the approval of the Company, or of other holders of ICG Units, for a transfer of ICG Units. Certain restrictions may from time to time be imposed by laws or regulations such as those relating to insider dealing.

Transfers of Ordinary Shares and Redeemable Shares can only be affected where the transfer involves a simultaneous transfer of the other class of shares with which such shares are linked as an ICG Unit. An ICG Unit comprised one Ordinary Share and nil Redeemable Shares at 31 December 2019 and 31 December 2018.

ICG Units are, in general, freely transferable but the Directors may decline to register a transfer of ICG Units upon notice to the transferee, within two months after the lodgement of a transfer with the Company, in the following cases:

(i) where the transfer of shares does not involve a simultaneous transfer of the other class of shares with which such shares are linked as an ICG Unit;
(ii) a lien is held by the Company; or
(iii) in the case of a purported transfer to or by a minor or a person lawfully adjudged not to possess an adequate decision-making capacity;
(iv) unless the instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require; or
(v) unless the instrument of transfer is in respect of one class only.

ICG Units held in certificated form are transferable upon production to the Company's Registrars of the original share certificate and the usual form of stock transfer or instrument duly executed by the holder of the shares.

ICG Units held in uncertificated form are transferable in accordance with the rules or conditions imposed by the operator of the relevant system which enables title to the ICG Units to be evidenced and transferred without a written instrument and in accordance with the Companies Act, 1990 (Uncertificated Securities) Regulations 1996 (S.I. 68/1996) and Section 1085 of the Companies Act 2014.

The rights attaching to Ordinary Shares and Redeemable Shares comprised in each ICG Unit remain with the transferor until the name of the transferee has been entered on the Register of Members of the Company.

No person holds securities in the Company carrying special rights with regard to control of the Company. The Company is not aware of any agreements between holders of securities that may result in restrictions in the transfer of securities or voting rights.

The Powers of the Directors including in Relation to the Issuing or Buying Back by the Company of its Shares

Under the Constitution of the Company, the business of the Company is to be managed by the Directors who may exercise all the powers of the Company subject to the provisions of the Companies Acts 2014, the Constitution of the Company and to any directions given by members at a General Meeting. The Constitution further provides that the Directors may make such arrangements as may be thought fit for the management of the Company's affairs including the appointment of such attorneys or agents as they consider appropriate and delegate to such persons such powers as the Directors may deem requisite or expedient.

At the Company's Annual General Meeting held on 17 May 2019, member resolutions were passed whereby

(i) the Company, or any of its subsidiaries, were authorised to make market purchases of up to 15% of the issued share capital of the Company.
(ii) the Directors were authorised until the conclusion of the next Annual General Meeting, to allot shares up to an aggregate nominal value of 66.66% of the then present issued Ordinary Share capital and the present authorised but unissued Redeemable Share capital of the Company subject to the provision that any shares allotted in excess of 33.33% of the then present issued Ordinary Share capital must be allotted pursuant to a rights issue.

In line with market practice, members will be asked to renew these authorities at the 2020 Annual General Meeting.

Corporate Governance Report
Continued

Matters Pertaining to Share Capital – continued

General Meetings and Shareholders Voting and other Rights
Under the Constitution, the power to manage the business of the Company is generally delegated to the Directors. However, the members retain the power to pass resolutions at a General Meeting of the Company which may give directions to the Directors as to the management of the Company.

The Company must hold a General Meeting in each year as its Annual General Meeting in addition to any other meetings in that year and no more than fifteen months may elapse between the date of one Annual General Meeting and that of the next. The Annual General Meeting will be held at such time and place as the Directors determine. All General Meetings, other than Annual General Meetings, are called Extraordinary General Meetings.

Extraordinary General Meetings shall be convened by the Directors or on the requisition of members holding, at the date of the requisition, not less than five percent of the paid up capital carrying the right to vote at General Meetings and in default of the Directors acting within 21 days to convene such a meeting to be held within two months, the requisitionists (or more than half of them) may, but only within three months, themselves convene a meeting.

No business may be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Three members present in person or by proxy and entitled to vote at such meeting constitutes a quorum.

The holders of ICG Units have the right to receive notice of, attend, speak and vote at all General Meetings of the Company.

In the case of an Annual General Meeting or of a meeting for the passing of a Special Resolution or the appointment of a Director, 21 clear days' notice at the least, and in any other case 14 clear days' notice at the least (assuming that the members have passed a resolution to this effect at the previous year's Annual General Meeting), needs to be given in writing in the manner provided for in the Constitution to all the members, Directors, Secretary, the Auditor for the time being of the Company and to any other person entitled to receive notice under the Companies Act.

Voting at any General Meeting is by a show of hands unless a poll is properly demanded. On a show of hands, every member who is present in person or by proxy has one vote regardless of the number of shares held by a shareholder. On a poll, every member who is present in person or by proxy has one vote for each share of which he/she is the holder. A poll may be demanded by the Chairman of the meeting or by at least three members having the right to vote at the meeting or by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting or by a member or members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Deadlines for Exercising Voting Rights
Voting rights at General Meetings of the Company are exercised when the Chairman puts the resolution at issue to the vote of the meeting. A vote decided on a show of hands is taken forthwith. A vote taken on a poll for the election of the Chairman or on a question of adjournment is also taken forthwith and a poll on any other question is taken either immediately, or at such time (not being more than 30 days from the date of the meeting at which the poll was demanded or directed) as the Chairman of the meeting directs. Where a person is appointed to vote for a member as proxy, the instrument of appointment must be received by the Company not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the appointed proxy proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for taking the poll.

Shareholder Rights (Directive 2007/36/EC)
The holders of ICG Units have the right to attend, speak, ask questions and vote at General Meetings of the Company. The Company, pursuant to Section 1105 of the Companies Act 2014 and Regulation 14 of the Companies Act 1990 (Uncertificated Securities) Regulations 1996 (S.I. 68/1996), specifies record dates for General Meetings, by which date members must be registered in the Register of Members of the Company to be entitled to attend and vote at the meeting.

Pursuant to Section 1104 of the Companies Act 2014, a member, or a Group of members who together hold at least 3% of the issued share capital of the Company, representing at least 3% of the total voting rights of all the members who have a right to vote at the meeting to which the request for inclusion of the item relates, have the right to put an item on the agenda, or to modify an agenda which has been already communicated, of a General Meeting. In order to exercise this right, written details of the item to be included in the General Meeting agenda must be accompanied by stated grounds justifying its inclusion or a draft resolution to be adopted at the General Meeting together with evidence of the member or Group of members shareholding must be received, by the Company, 42 days in advance of the meeting to which it relates.

The Company publishes the date of its Annual General Meeting on its website www.icg.ie on or before 31 December of the previous financial year.

Rights to Dividends and Return of Capital

Subject to the provisions of the Company's Constitution, the holders of the Ordinary Shares in the capital of the Company shall be entitled to such dividends as may be declared from time to time on such shares. The holders of the Redeemable Shares (if any) shall not be entitled to any dividends.

On a return of capital on a winding up of the Company or otherwise (other than on a conversion, redemption or purchase of shares), the holders of the Ordinary Shares shall be entitled, pari passu with the holders of the Redeemable Shares (if any) to the repayment of a sum equal to the nominal capital paid up or credited as paid up on the shares held by them respectively. Thereafter, the holders of the Ordinary Shares shall be entitled to the balance of the surplus of assets of the Company to be distributed rateably according to the number of Ordinary Shares held by a member. The Redeemable Shares shall not confer upon the holders thereof any rights to participate further in the profits or assets of the Company.

Rules Concerning Amendment of the Company's Constitution

As provided in the Companies Act 2014, the Company may, by special resolution, alter or add to its Constitution. A resolution is a special resolution when it has been passed by not less than 75% of the votes cast by members entitled to vote and voting in person or by proxy, at a General Meeting at which not less than 21 days' notice specifying the intention to propose the resolution as a special resolution, has been duly given.

Rules Concerning the Appointment and Replacement of Directors of the Company

Other than in the case of a casual vacancy, Directors of the Company are appointed on a resolution of the members at a General Meeting, usually the Annual General Meeting.

No person, other than a Director retiring at a General Meeting is eligible for appointment as a Director without a recommendation by the Directors for that person's appointment unless, not less than six or more than 40 clear days before the date of the General Meeting, written notice by a member, duly qualified to be present and vote at the meeting, of the intention to propose the person for appointment and notice in writing signed by the person to be proposed of willingness to act, if so appointed, shall have been given to the Company.

The Directors have power to fill a casual vacancy or to appoint an additional Director (within the maximum number of Directors fixed by the Constitution of the Company (as may be amended by the Company in a General Meeting)) and any Director so appointed holds office only until the conclusion of the next Annual General Meeting following their appointment, when the Director concerned shall retire, but shall be eligible for reappointment at that meeting.

Each Director must retire from office no later than the third Annual General Meeting following their last appointment or reappointment. In addition, one third of the Directors for the time being (or if their number is not three or a multiple of three, then the number nearest to one third), are obliged to retire from office at each Annual General Meeting on the basis of the Directors who have been longest in office since their last appointment.

The Company has adopted the provisions of the UK Corporate Governance Code in respect of the annual election of all Directors. All Directors will retire at the forthcoming Annual General Meeting and following review are being recommended for re-election.

A person is disqualified from being a Director, and their office as Director ipso facto vacated, in any of the following circumstances:

Corporate Governance Report
Continued

Matters Pertaining to Share Capital – continued

Rules concerning the appointment and replacement of Directors of the Company – continued

(i) if he is adjudicated bankrupt or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction; or

(ii) if in the opinion of a majority of his co-Directors, the health of the Director is such that he or she can no longer be reasonably regarded as possessing an adequate decision-making capacity so that he may discharge his duties; or

(iii) if he ceases to be, or is removed as a Director by virtue of any provision of the Acts or the Articles, or he becomes prohibited by law from being a Director or is restricted by law in acting as a Director; or

(iv) if he (not being a Director holding for a fixed term an executive office in his capacity as a Director) resigns his office by notice in writing to the Company; or

(v) if he is absent for six successive months without permission of the Directors from meetings of the Directors held during that period and the Directors pass a resolution that by reason of such absence he has vacated office; or

(vi) if he is removed from office by notice in writing served upon him signed by all his co-Directors; if he holds an appointment to an executive office which thereby automatically determines, such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company; or

(vii) if he is convicted of an indictable offence not being an offence under the Road Traffic Act, 1961 or any statutory provision in lieu or modification thereof.

Notwithstanding anything in the Constitution or in any agreement between the Company and a Director, the Company may, by Ordinary Resolution of which the required notice has been given in accordance with Section 146 of the Companies Act 2014, remove any Director before the expiry of their period of office.

Replacement of CREST with Euroclear Bank for Electronic Settlement of Trading in the Company's Shares

Similar to other Irish-incorporated companies listed in Dublin and/ or London, the majority of the Company's shares have for many years been held, and trades in those shares have been electronically settled, in the relevant settlement system operated by Euroclear UK & Ireland Limited (EUI) and constituting a relevant system for the purposes of the Irish Companies Act 1990 (Uncertificated Securities) Regulations 1996 (as amended) (the Uncertificated Securities Regulations) (the CREST System). The CREST System is operated by EUI, which is based in London.

Where a company's securities are admitted to trading or traded on a trading venue regulated by Directive 2014/65/EU, EU legislation requires electronic settlement to occur through an authorised central securities depository (a CSD) that is established in a member state of the EU (an EU CSD) (or under an approved third country arrangement). There is currently no authorised CSD established in Ireland. As a result of the withdrawal of the United Kingdom from the EU, EUI is no longer an EU CSD. Following the expiry of an agreed transitional period EUI has confirmed that it will no longer be in a position to continue to provide settlement via the CREST System in respect of securities of Irish companies. Euroclear Bank SA/NV, an international CSD based in Belgium and part of the Euroclear Group (Euroclear Bank), has been identified as the EU CSD to replace EUI.

To better facilitate a common migration procedure from EUI to an EU CSD for all Irish listed companies whose shares are currently held and settled through CREST, the Irish parliament enacted the Migration of Participating Securities Act 2019 (the Migration Act). To participate in the migration procedure under the Migration Act, eligible companies must, among other requirements, pass certain shareholder resolutions at a general meeting of its shareholders.

It is essential for the Company that electronic settlement of trading of its shares can continue in a legally compliant manner, and to ensure ongoing compliance with the electronic share trading requirements for listing on Euronext Dublin and on the London Stock Exchange. As an Irish-incorporated company whose shares are admitted to trading on Euronext Dublin and the London Stock Exchange, the Company therefore intends to effect migration or transfer of issuer CSD services from the current system, CREST, operated by EUI, to the replacement system, operated by Euroclear Bank (Migration).

Accordingly, it is expected that the Company will convene an extraordinary general meeting during 2020 in order to consider, and if thought fit, approve a number of resolutions which are proposed, pursuant to the Migration Act, in connection with Migration.

Report of the Audit Committee

Dear shareholder,

I am pleased to present the Report of the Audit Committee (the Committee) for the year ended 31 December 2019.

The Committee plays an important role in ensuring the Group's financial integrity for shareholders through oversight of the financial reporting process, including the risks and controls in that process. This report sets out how the Committee fulfilled its duties under its Terms of Reference, the UK Corporate Governance Code, the Irish Annex and legislation.

The Committee has reviewed the critical accounting judgements and key sources of estimation applied in preparing these financial statements and have reported to the Board on these.

The Committee also performed a review of this Annual Report including both the financial and non-financial information to ensure that the Annual Report and Financial Statements, taken as a whole, is fair, balanced and understandable, and provides the information necessary for shareholders to assess the Group and Company's position and performance, business model and strategy. Other work undertaken included the on-going monitoring of the effectiveness of the Group's systems of risk management and internal control and external auditor effectiveness.

Composition

The Audit Committee membership is set out in the table below which also details attendance and tenure.

Member	A	B	Tenure
J. Sheehan (Chair)	3	3	6 years
C. Duffy	3	3	8 years
B. O'Kelly	3	3	7 years

Column A: the number of scheduled meetings held during the year where the Director was a member of the Committee.
Column B: the number of scheduled meetings attended during the year where the Director was a member of the Committee.

The members bring significant professional expertise to their roles gained from a broad level of experience gained outside of the Group. This together with their experience as Directors of the Company the Committee as a whole has competence relevant to the sector in which the Group operates. The member's biographies are set out on page 64. The Board has determined that all appointees are independent, that Brian O'Kelly and John Sheehan have recent and relevant financial experience and that all members have experience of corporate financial matters. Overall the Committee is independent and possesses the skills and knowledge to effectively discharge its duties under the Committee's terms of reference. The Company Secretary acts as secretary to the Committee.

The scheduled meetings take place on the same day as Board meetings. The Chairman provides updates to the Board on key matters discussed and minutes are circulated to the Board.

Role and Responsibilities

The role, responsibilities and duties of the Audit Committee are set out in written terms of reference which are reviewed annually. The terms of reference are available on the Group's website www.icg.ie.

The principal responsibilities of the Committee cover the following areas;

- Supporting the Board in fulfilling its responsibilities in relation to the integrity of the financial reporting process.
- Advise whether the Annual Report and Financial Statements, taken as a whole, are fair, balanced and understandable and provides the information necessary for shareholders to assess the Group and Company's position and performance, business model and strategy.

Report of the Audit Committee
Continued

Role and Responsibilities – continued

- Monitor the effectiveness of the Group's internal controls and financial risk management systems, including the internal audit function.
- Managing the relationship with the external auditor, including consideration of the appointment of the external auditor, the level of audit fees, and any questions of independence, provision of non-audit services, resignation or dismissal. The Committee discusses with the external auditor the nature and scope of the audit and the findings and results.

During the year responsibility for oversight of the operation of the Group's whistleblowing procedures was transferred to the Board reflecting the widening of the scope of those procedures beyond financial impropriety.

Work Performed

The principal work undertaken by the Committee during the period under review was focused on the following areas;

Financial Reporting
The Committee reviewed the Group's Half Yearly Financial Report for the six months ended 30 June 2019, the Preliminary Statement of Results and this Annual Report and Financial Statements, for the financial year ended 31 December 2019 and the two Trading Statements issued during the year. These reviews considered,

- The impact of the new accounting standard IFRS 16: Leases;
- The accounting treatment and presentation of the non-trading item related to the disposal of the vessel Oscar Wilde;
- Other than for new standards the consistency, appropriateness and application of the Group's accounting policies;
- The clarity and completeness of disclosures and compliance with financial reporting standards, legislative and regulatory requirements;
- Whether these reports, taken as a whole, were fair, balanced and understandable and provide the information necessary for shareholders to assess the Group's position and performance, business model and strategy;
- A comparison of these results with management accounts; and
- The critical accounting judgements and key sources of estimation applied in the preparation of the financial statements.

In assessing if the financial statements have dealt appropriately with each area of judgement the Committee challenged the key assumptions and methodologies used by management in formulating estimates. The key sources of estimation uncertainty and critical accounting judgements applied in the preparation of the financial statements for the financial year ended 31 December 2019 are set out below and also discussed in detail on pages 138 to 139.

Key Estimates

- **Post-employment benefits**
  The Group operates a number of Group sponsored pension schemes and is also a participating employer in the Merchant Navy Officers Pension Fund, a multi-employer scheme. Details of these schemes are set out in note 33 to the financial statements. The size of the pension obligations is material to the Group and sensitive to actuarial assumptions. The Committee has reviewed actuarial advice on the assumptions provided by the Group actuary. The Committee was satisfied that the assumptions used were reasonable and that the obligations set out in the financial statements are consistent with the assumptions.
- **Useful lives for property, plant and equipment and intangible assets**
  Long-lived assets comprising primarily of property, plant and equipment and intangible assets represent a significant portion of total assets. Changes in the useful lives or residual values may have a significant impact on the annual depreciation and amortisation charge. The Committee reviewed the useful lives of significant assets, along with the residual values used for vessels, and were satisfied that the estimates used were reasonable.

Critical Accounting Judgements

- **Impairment**
  The Group does not have assets which are required to be tested annually for impairment. In relation to other significant assets the Committee made inquiries of management to determine whether there were any indications of impairment. The Committee were satisfied that no internal or external indications of impairment were identified and consequently no impairment review was required.
- **Leases – non-cancellable lease term**
  The application of IFRS 16 requires judgement in determining the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Group has leases with renewal options the exercise of which significantly affects the amount of lease liabilities and right of use assets recognised. This requires the exercise of judgement to assess the likelihood of these being exercised taking into account likely developments in the Group.
- **Leases – incremental borrowing rate applicable to first time recognition of right of use lease obligations**
  The first time application of IFRS 16: Leases required estimation of the incremental borrowing rate application to right of use lease obligations. The size of the obligations is material to the Group particularly those obligations relating to land leases where the remaining term extended to between 77 and 103 years at date of application. This required exercise of judgement in the circumstance where discount rates over such terms for comparable assets, terms and credit risk were generally not observable in the market. Further details are provided at note 2.
- **Going concern**
  The Committee reviewed the appropriateness of using a going concern assumption for the preparation of the Group Financial Statements. The Committee considered future trading projections and available committed borrowing facilities. The Committee were satisfied that the Group will have adequate financial resources to continue in operational existence for the foreseeable future. The Going Concern Statement is set out on page 66.

Viability Statement
The Committee reviewed and challenged management's assumptions and scenarios together with the calculations supporting the Viability Statement set out on page 67. The Committee also considered the appropriateness of the five year assessment time frame. The Committee was satisfied that a robust assessment had been completed and reported this to the Board.

Recommendations to the Board

Based on the work undertaken, the Committee reported to the Board that the Annual Report and Financial Statements for the year ended 31 December 2019 taken as a whole is fair, balanced and understandable, and provides the information necessary for shareholders to assess the Group and Company's position and performance, business model and strategy and recommended that the Annual Report and Financial Statements be approved by the Board.

The Committee had also recommended the approval of the Half Yearly Financial Report for the six months ended 30 June 2019 and the Trading Statements issued during 2019.

Risk Management and Internal Control

The risk management framework is set out on page 52. The Committee, on behalf of the Board, reviews the effectiveness of the Group's control environment including internal controls and financial risk management systems.

The Committee oversees the work of the Risk Management Committee (RMC) which coordinates a unified system of ongoing identification, monitoring and reporting of risks throughout the Group. The activities of the RMC are undertaken alongside the activities of internal audit.

Report of the Audit Committee
Continued

Risk Management and Internal Control – continued
During the year the Committee met with members of the RMC and presentations were made outlining the work undertaken in managing risk monitoring systems, procedures for ensuring the risk register is being updated for new and emerging risks and the management of exposure to principal risks. The work of the RMC is also central in putting consideration of risk to the fore in business decision making throughout the Group. The Committee reviewed the updated risk appetite statements prepared by the RMC which were then presented to the Board for approval. The Committee also received regular reports throughout the year including internal audit reviews, operational and safety risk reviews including information technology and cyber security. In addition the Chairman meets regularly with the Internal Auditor and the Committee approved the 2019 internal audit plan.

The Committee undertook a review of the RMC and Internal Audit activities in order to assess how effectively it had performed. Following the review, the Committee was satisfied that the RMC and Internal Audit were achieving their objectives. Overall the Committee continues to be satisfied that the Group control environment remains appropriate and effective. This assessment has been reported to the Board.

External Audit
The Committee is responsible for managing the relationship with the Group's external auditor and monitoring their performance, objectivity and independence. Deloitte is the current external auditor to the Group.

Deloitte confirmed to the Company that they comply with the Ethical Standards for Auditors (Ireland) 2016 as issued by IAASA and that, in their professional judgement, they and, where applicable, all Deloitte network firms are independent and their objectivity is not compromised.

The Committee met with Deloitte prior to the commencement of the audit of the financial statements for the financial year ended 31 December 2019. The Committee considered Deloitte's internal policies and procedures for maintaining independence and objectivity and their approach to audit quality. The Committee assessed the quality of the external audit plan as presented by Deloitte and satisfied itself as to the expertise and resources being made available. The Committee also reviewed the terms of the Letter of Engagement and approved the level of remuneration.

Deloitte reported their key audit findings to the Committee in March 2020 prior to the finalisation of the financial statements. This report, which included a schedule of unadjusted errors and misstatements, significant judgements and estimations and key areas of risk, was considered by the Committee in forming their recommendation to the Board. The Committee also considered the representations sought by Deloitte from the Directors.

Deloitte issued a letter on control weaknesses noted during their audit, none of which were considered of a serious nature so as to cause Deloitte to amend the scope of their original audit plan. The Committee has considered these and having discussed with management have directed remedial action be taken where considered appropriate.

The Committee evaluated Deloitte's performance which included an assessment of Deloitte's communication process with the Committee and senior management, knowledge of the Group and industry sector and resource commitment to the external audit and the Committee is satisfied that Deloitte remain effective, objective and independent. The Committee therefore recommended to the Board that Deloitte be retained as auditors to the Group for financial year 2020.

Deloitte was first appointed by the Company to audit its financial statements for the financial year ended 31 October 1988 and subsequent financial periods. The lead partner is rotated every five years to ensure continued objectivity and independence. Mr. Ciarán O'Brien has acted as lead partner for the audit of the 2019 Financial Statements having been appointed to that role during 2016.

The Committee notes that under Part 27 Statutory Audits of Companies Act 2014, the Group will at the latest be required to conduct a tender process for the external audit in respect of the financial year 2021. As Deloitte will have served in excess of 20 years at that time they will not be eligible for re-appointment. The Committee has taken the initial steps to conducting a tender process in sufficient time to allow for an orderly transition to the new external auditor. This process is expected to be completed by 30 September 2020.

Non-Audit Services

The Committee permits the external auditor to provide non-audit services where they are permitted under Part 27 Statutory Audits of Companies Act 2014 and are satisfied that they do not conflict with auditor independence. The Committee's policy on the provision of non-audit services requires that each engagement for the provision of non-audit services requires approval of the Committee. The Committee approved the engagement of the external auditor to provide certain tax compliance services in respect of the 2019 financial year. This approval was granted on the basis of procedural efficiency and having considered that the level of fees would be unlikely to affect the independence of the external auditor.

The Audit Committee has considered all relationships between the Company and the external audit firm, Deloitte, including the provision of non-audit services as disclosed in note 9 to the financial statements which are within the thresholds set out in Part 27 of the Statutory Audits of Companies Act 2014. The Committee does not consider that those relationships or the level of non-audit fees impair the auditor's judgement or independence.

John Sheehan
Chair of the Audit Committee

Report of the Nomination Committee

Dear shareholder,

I am pleased to present the report of the Committee for the year ended 31 December 2019.

This report sets out how the Committee fulfilled its duties under its Terms of Reference and the UK Corporate Governance Code.

The Committee plays an important role in ensuring that the Board has the appropriate balance of skills, knowledge and experience to ensure the Board operates effectively for the long-term success of the Group.

Composition

The Nomination Committee membership is set out in the table below which also details attendance and tenure. All Directors bring significant professional expertise to their roles on this Committee as set out in their professional biographies on pages 64 to 65.

Member	A	B	Tenure
C. Duffy (Chair)*	1	1	7 years
B. O'Kelly*	1	1	3 years
J. Sheehan*	1	1	3 years
E. Rothwell	1	1	10 years

*Independent director
Column A: the number of scheduled meetings held during the year where the Director was a member of the Committee.
Column B: the number of scheduled meetings attended during the year where the Director was a member of the Committee.

Role and Responsibilities

The role, responsibilities and duties of the Nomination Committee are set out in written terms of reference and are reviewed annually. The terms of reference are available on the Group's website www.icg.ie.

Its duties are to regularly evaluate the balance of skills, knowledge, experience and diversity of the Board and Committees and make recommendations to the Board with regard to any changes. It is also charged with searching out, identifying and proposing to the Board new appointments of executive or non-executive Directors. The Committee also considers the re-appointment of any non-executive Director on the expiry of their term of office. In discharging its duties the Committee is cognisant of the requirement to allow for orderly succession and refreshment of the Board.

The Chairman provides an update to the Board on key matters discussed and minutes are circulated to the Board.

Work Performed

The Committee considered the results of the evaluation of the Board. The Committee were satisfied that the Board continues to be of adequate size and composition to suit the current scale of its operations and has an appropriate balance of skills, knowledge, experience and diversity to enable it to effectively discharge its duties.

The Committee noted the Code's comments on non-executive Director tenure and the tenure profile of the existing non-executive Directors. It was agreed that the Committee continue researching future potential candidates to ensure orderly Board refreshment and diversity.

The Committee, reviewed and recommended to the Board the re-appointment of Mr. McGuckian as non-executive Director, subject to re-election by shareholders at the AGM. Mr. McGuckian has served as Chairman of the Board since 2004 and as a non-executive Director since 1988. This recommendation was proposed following a robust review of the knowledge, skills and experience that he contributes. The Committee assessed him to be both independent in character and judgement and to be of continued significant benefit to the Board.

The Committee noted that Mr. McGuckian's re-appointment is a departure from the provisions of the Code which states that the Chairman should not stay in position beyond 9 years from the date of first appointment to the Board. The Code recognises in certain circumstances this period may be extended including to allow for succession planning and the development of a diverse Board. In recommending his re-appointment the Committee considered it beneficial to retain his considerable experience in the Group's business during the period of Board refreshment noted earlier.

The Committee reviewed the performance of John Sheehan as a Director of the Company during his second three year term and recommended his re-appointment as a Director of the Company for a further three year term subject to annual re-election by shareholders at the AGM.

The Committee also reconfirmed their previous assessment of the independence of the two other non-executive Directors, Catherine Duffy and Brian O'Kelly.

No Committee member voted on a matter concerning their position as a Director.

The Company values diversity and the benefits this can contribute to future success. The Board's Diversity Policy is set out on page 78. In considering any appointment to the Board the Committee identifies the set of skills and experience required. Individuals are selected based on the required competencies of the role with due regard for the benefits of diversity. Notwithstanding the Committee notes the female composition of the Board and senior management reports was 16% and 20% respectively. In relation to future Board and senior manager appointments the Committee will actively seek out a greater pool of female candidates for consideration. The Committee has also requested the executive management team to follow a similar process in relation to recruitment generally. External search agencies independent of the Company are engaged to assist where appropriate.

No recruitment for senior management positions requiring input of the Committee took place during the period.

Catherine Duffy
Chair of the Nomination Committee

Report of the Remuneration Committee

Dear shareholder,

I am pleased to present the Report of the Remuneration Committee for the year ended 31 December 2019.

The Committee ensures that the remuneration structures and levels are set to attract and retain high calibre individuals necessary at executive Director and senior manager level and to motivate their performance in the best interests of shareholders. This report sets out how the Committee fulfilled its responsibilities under its terms of reference and details the remuneration outcomes for the executive Directors.

The current remuneration framework was adopted during 2017 following the approval by shareholders at the 2017 AGM of the Performance Share Plan. The Committee reviewed the framework during the year taking into account feedback from shareholders following engagement and remain satisfied that it continues to be appropriate for the Group's business needs and strategy.

As the Company is subject to Company Law as enacted in Ireland, the Company is not required to seek shareholder approval for its Remuneration Policy or this Report. However, the Company will be submitting this report to shareholders as an advisory resolution at the 2020 AGM.

Composition

The Committee membership is set out in the table below which also details attendance and tenure. All Directors bring significant professional expertise to their roles on this Committee as set out in their professional biographies on page 64.

Member	A	B	Tenure
B. O' Kelly (Chair)	2	2	7 years
J. Sheehan	2	2	6 years
C. Duffy	2	2	3 years

Column A: the number of scheduled meetings held during the year where the Director was a member of the Committee.
Column B: the number of scheduled meetings attended during the year where the Director was a member of the Committee.

Role and Responsibilities

The role, responsibilities and duties of the Committee are set out in written terms of reference which are reviewed annually. The terms of reference are available on the Group's website www.icg.ie.

The Committee's duties are to establish a remuneration framework that;

- Will attract, motivate and retain high calibre individuals;
- Will reward individuals appropriately according to their level of responsibility and performance;
- Motivate individuals to perform in the best interest of the shareholders; and
- Will not encourage individuals to take risks in excess of the Company's risk appetite.

Against this framework the Committee approves remuneration levels and awards based on an individual's contribution to the Company against the background of underlying Company financial performance having regard to comparable companies in both size and complexity.

Meetings

The Committee met twice during the period. The Chairman provided an update to the Board on key matters discussed.

The work performed included consideration of levels of executive Director and senior management remuneration. The level of basic salaries were reviewed by the Committee having regard to job specification, level of responsibility, individual performance and market practice. The Committee approved performance awards, to certain employees, based on Group, business unit and individual performance. The Committee determined the vesting of second tier options under the 2009 Share Option Plan previously granted during 2014. The Committee also undertook a review of the existing remuneration framework adopted during 2017.

Remuneration framework

We are of the view that any remuneration framework should seek to create strong linkages to longer-term Company performance and alignment with shareholder interests through growth in equity value. To achieve this the Committee seeks to set base salaries at median market levels and structure performance awards in a manner that encourages individuals to acquire and retain significant long-term shareholdings relative to base salary that are above market norms.

The Committee during the year reviewed the remuneration framework first adopted during 2017. The Committee acknowledges that full implementation may in certain instances be constrained by pre-existing contractual arrangements. Notwithstanding the Committee remained satisfied that it continues to be appropriate to the business needs and strategy of the Group. In particular the Committee notes the promotion of strong alignment with shareholders through requirements of minimum shareholdings, remuneration of 50% of annual performance awards with shares with a five year holding requirement and the overall eight year alignment period for any awards granted under the longer-term Performance Share Plan. These elements are further supported by clawback provisions. This is consistent with the Group's ongoing investment in long life assets. The Committee also reviewed the movements in remuneration levels against longer-term performance and total remuneration amounts against market levels generally.

Corporate Governance Code

The Corporate Governance Code 2018 (the Code) introduced a number of changes over the previous version of the Code in the area of remuneration including requirements for;

- Remuneration schemes to promote long-term shareholdings by executive directors;
- Post-employment shareholding requirements;
- Ability to override formulaic outcomes; and
- Alignment of executive Director pension contributions with those available to the workforce.

The Committee determined that the existing framework has already addressed these matters as discussed later in this report. However, it is noted that the Remuneration Framework was silent in relation to alignment of executive Director pension contributions with those available to the workforce. The Committee confirms that executive Director pension participation is substantially on the same terms as those generally available to the workforce. The Remuneration Framework has been updated to include existing practice. The Committee is also satisfied that the Remuneration Framework is transparent, avoids complexity, encourages acceptable risk taking and is aligned to long-term Company performance and culture.

Report of the Remuneration Committee
Continued

Remuneration Framework (adopted with effect from 1 January 2017)

Element	Operation	Maximum Opportunity
Base Salary To attract and retain high calibre individuals .	Base salaries are 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. Factors taken into account in the review include the individual's role and level of responsibility, personal performance and general developments in pay in the market generally and across the Group.	There is no prescribed maximum salaries or maximum increases. Increases will broadly reflect increases across the Group and in the market generally. Increases may be higher to reflect changes in responsibility or market changes and in the case of newly appointed individuals to progressively align salary with market norms.
Retirement Benefits To attract and retain high calibre individuals.	Certain individuals are members of a defined benefit pension scheme where contributions are determined by the scheme actuary pursuant to the benefits offered under the scheme rules. Other individuals are members of a defined contribution pension scheme where the Company has discretion to pay appropriate contributions as a percentage of base salary as agreed by the Company and individual under their contract of employment. In certain circumstances the Company may provide an equivalent cash payment in lieu of pension contributions.	There are no prescribed maximum levels of pension contribution though Executive Director participation is substantially on the same terms as for the workforce generally. No element of remuneration other than base salary is pensionable.
Other Benefits To be competitive with the market.	Benefits may include the use of a company car or an equivalent cash amount, club subscriptions, life and health insurance.	No maximum levels are prescribed as benefits will be related to each individual circumstance.

Remuneration Framework (adopted with effect from 1 January 2017) – continued

Element	Operation	Maximum Opportunity
Annual Bonus To reward achievement of annual performance targets.	Individuals will receive annual bonus awards based on the achievement of financial targets and personal objectives agreed prior to the start of each financial year. Threshold levels will be set for minimum and maximum awards with pro-rata payments between the two points. Due to commercial sensitivity the targets will not be disclosed in advance but may be disclosed retrospectively. For executive Directors and members of the executive committee a minimum of 50% of any bonus earned, after allowing for payroll taxes, will be invested in ICG equity which must be held for a period of 5 years. A formal clawback policy whereby all or a portion of the share award is subject to clawback for a period of two years in certain circumstances. Further details of the clawback policy are on page 101. The Committee retains discretion to adjust any award to reflect the underlying financial position of the Company and to agree awards outside of the above framework in respect of recent joiners and leavers.	The maximum award in any period of 12 months may not exceed 200% of base salary in the case of the CEO and 150% of base salary in the case of any other individual. An existing contractual annual bonus arrangement will continue to apply to the existing CEO Mr. Eamonn Rothwell in lieu of the arrangements described here and is explained in further detail under the report on 2019 executive Director remuneration outcomes.
Performance Share Plan (PSP) To align the interests of individuals with the long-term interests of the Company's shareholders.	The Committee will grant nominal cost options to individuals to acquire equity in the Company. The vesting period is normally 3 years with the extent of vesting based on the performance conditions set out below. Any vesting of awards is subject to the Committee discretion that it is satisfied that the Company's underlying performance has shown a sustained improvement in the period since the date of grant. No re-testing of the vesting performance conditions is permitted. Options will normally be exercised upon vesting and any ICG equity delivered to an individual will be held for a period of 5 years, except to the extent that the Committee allow such number of the shares delivered to be sold to facilitate the discharge of any tax liabilities. The plan incorporates market standard good leaver / bad leaver provisions.	The market value of any PSP awards in any period of 12 months may not exceed 200% of base salary in the case of the CEO and 150% of base salary in the case of any other individual. In exceptional situations, including recruitment, higher awards may be granted but not exceeding 300% of base salary.

Report of the Remuneration Committee
Continued

Remuneration Framework (adopted with effect from 1 January 2017) – continued

Element	Operation	Maximum Opportunity
Performance Share Plan ("PSP") continued	Options may vest early in the event of a takeover, merger, scheme of arrangement or other similar event involving a change of control of the Company, subject to the pro-rating of the share awards, to reflect the shortened performance period since the date of grant, though the Committee can exercise its discretion not to apply pro-rating if it considers it to be inappropriate given any particular circumstances. The Committee in exercising its discretion under the rules of the PSP may (i) re-calibrate the performance conditions and change their relative weightings (ii) introduce new and retire old performance measures; provided that any changes are no less challenging, are aligned with the interests of the Company's shareholders and are disclosed in the Committee's report to shareholders. A formal clawback policy whereby all or a portion of the share award is subject to clawback for a period of two years post vesting in certain circumstances. Further details of the clawback policy are on page 101. The performance conditions, which are measured over a three year vesting period are currently based on; • Adjusted Diluted Earnings per Share (EPSd) • Return on Average Capital Employed (ROACE) • Free Cash Flow Ratio (FCFR) • Total Shareholder Return (TSR) Each condition is equally weighted and in all cases 30% vests at threshold performance and 100% vests at maximum with pro-rata vesting between these two levels. The performance levels are currently calibrated as follows;	

	Vesting Threshold	
	Minimum	Maximum
EPSd	5%	12%
ROACE	13%	20%
FCFR	100%	130%
TSR	Median	Top Quartile

Remuneration Framework (adopted with effect from 1 January 2017) – continued

Element	Operation	Maximum Opportunity
Shareholding Requirement To align the interests of individuals with the long-term interests of the Company's shareholders.	All executive Directors and members of the Executive Committee are expected to maintain a minimum shareholding of 300% of base salary. Individuals are allowed a five year period from date of first appointment to achieve the required holding. The market value of vested options and any shares held under the Company's restricted share arrangements will count towards determining an individual's holdings.	Not applicable.

Remuneration Outcomes for Executive Directors in 2019

Total Directors' single figure for Director's remuneration for the year was €4,075,000 compared with €2,880,000 in 2018 and details are set in the table below:

		Performance pay						
	Base salary €'000	Restricted shares €'000	Cash €'000	Benefits €'000	Pension €'000	Options / PSP[1/2] €'000	Fees €'000	Total 2019 €'000
Executive Directors								
E. Rothwell	566	1,558	-	35	-	898		3,057
D. Ledwidge	254	76	90	22	36	265		743
Total for executives	**820**	**1,634**	**90**	**57**	**36**	**1,163**		**3,800**
Non-executive Directors								
J. B. McGuckian	-	-	-	-	-	-	125	125
C. Duffy	-	-	-	-	-	-	50	50
B. O'Kelly	-	-	-	-	-	-	50	50
J. Sheehan	-	-	-	-	-	-	50	50
Total for non-executives	-	-	-	-	-	-	275	275
Total	**820**	**1,634**	**90**	**57**	**36**	**1,163**	**275**	**4,075**

1 100% of the second tier options granted on 4 March 2015 under the 2009 Share Option Plan and 44% of the options granted on 23 May 2017 under the PSP will vest during 2020 based on performance to 31 December 2019, subject to continued employment up to the vesting date.

2 The value of any options vesting will be based on the actual share price at date of vesting. For the purposes of the above disclosure the value of an option has been based on the difference between the option subscription price and the average closing price of an ICG unit between 1 October and 31 December 2019.

Report of the Remuneration Committee
Continued

Details of Directors' remuneration for the year ended 31 December 2018 are set out below:

		Performance Pay						
	Base salary	Restricted shares	Cash	Benefits	Pension	Options / PSP[1]	Fees	Total 2018
	€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000
Executive Directors								
E. Rothwell	552	1,572	-	35	-	-	-	2,159
D. Ledwidge	221	108	62	22	33	-	-	446
Total for executives	**773**	**1,680**	**62**	**57**	**33**	**-**	**-**	**2,605**
Non-executive Directors								
J. B. McGuckian	-	-	-	-	-	-	125	125
C. Duffy	-	-	-	-	-	-	50	50
B. O'Kelly	-	-	-	-	-	-	50	50
J. Sheehan	-	-	-	-	-	-	50	50
Total for non-executives	-	-	-	-	-	-	275	275
Total	**773**	**1,680**	**62**	**57**	**33**	**-**	**275**	**2,880**

1 None of the executive Directors held options which vested during 2019 based on performance to 31 December 2018.

In relation to Mr. Eamonn Rothwell €0.3 million (2018: €0.2 million) of performance pay has been included as a non-trading item (note 10) in relation to the disposal of the Oscar Wilde (2018: in relation to the disposal of the Jonathan Swift).

The information above forms an integral part of the audited Consolidated Financial Statements as described in the Basis of Preparation on page 124.

Base Salary

Eamonn Rothwell, CEO, was awarded an increase in base salary of 2.5% in 2019 over his 2018 base salary. This was in line with the base salary increase awarded to all employees who are not accruing benefits under any of the Group's defined benefit pension schemes. In terms of a wider comparator Group the Committee noted that the CEO pay level was below median base salaries of FTSE 250 constituent companies.

Mr. David Ledwidge, CFO, was appointed to the Board on 3 March 2016. His salary at that date was set at a level commensurate with his experience with the Group with the expectation that subject to individual and Group performance that this level of salary will rise progressively over a number of years to comparable levels in the market for similar roles. Against these considerations, in 2019, the Committee awarded Mr. David Ledwidge a 15% increase in annualised base salary.

Director's Pension benefits

The aggregate pension benefits attributable to the executive Directors at 31 December 2019 are set out below:

	E. Rothwell €'000	D. Ledwidge €'000	Total 2019 €'000	Total 2018 €'000
Increase in accumulated accrued annual benefits (excluding inflation) in the period	-	1	1	1
Transfer value of the increase in accumulated accrued benefits (excluding inflation) at year end*	-	4	4	3
Accumulated accrued annual benefits on leaving service at year end	-	16	16	15

* Note: Calculated in accordance with actuarial Guidance note GNII.

There were no pension benefits attributable to Mr. Eamonn Rothwell as he has reached normal retirement age and pension benefits have vested.

In relation to Mr. David Ledwidge costs in relation to defined benefit pension arrangements was €20,000 (2018: €20,000) with a further €16,000 (2018: €13,000) related to the defined contribution pension arrangements.

The Company also provides lump sum death in service benefits and the premiums paid during the year amounted to €6,000 and €1,000 in relation to Eamonn Rothwell and David Ledwidge respectively.

Performance Related Pay

Eamonn Rothwell

Eamonn Rothwell has been associated with ICG since its inception as a public company and floatation in 1988. A legacy contractual arrangement governs Mr. Rothwell's performance related pay.

The CEO annual bonus performance award is predominantly driven by a formula based on basic EPS growth which incorporates an adjustment for share buybacks. The Committee also retain discretion to make adjustments for any non-cash non-trading items. The Company believes that EPS is consistent and transparent and EPS growth drives long-term value creation in the business, reflected in share price appreciation. EPS is the key performance indicator by which the Board assesses the overall performance of the Company.

As part of the remuneration framework review the Committee reassessed the CEO performance arrangements and in its view the arrangements remain appropriate. In carrying out this assessment the Committee has considered the arrangements over the longer-term performance of the Company rather than on a single year basis and noted that 100% of the annual performance award was remunerated through the allocation of ICG shares with a five year holding period.

David Ledwidge

David Ledwidge was appointed Executive Director on 6 March 2016. The Committee assessed Mr. Ledwidge's performance in his role over the period and in particular his development within the sphere of his greater responsibility. The assessment concluded that Mr. Ledwidge was performing in line with expectations which included his contribution to investment appraisal, capital management, investor relations and systems development all supporting the longer-term development of the Group. On this basis, taking account of market norms and the expectation that, subject to performance at an individual and Company level, his remuneration would rise progressively over a number of years to comparable levels in the market for similar roles the Committee concluded that an annual performance award of €166,000, being 65% of annualised base salary was appropriate. Of this annual performance award, 46% was allocated towards the acquisition of restricted shares (before tax liabilities) with the balance received in cash.

Restricted Shares

In relation to any element of the annual performance award remunerated through the restricted share plan, shares are held in trust for the beneficiaries and may not be sold for a period of 5 years and one month from the date of grant, aligning the value of the award with Group performance over the restricted period.

Report of the Remuneration Committee

Continued

Long-Term Incentive

Grants during 2019

The long-term incentive scheme applicable for the 2019 financial year was the Performance Share Plan approved by shareholders on 17 May 2017. The Committee has suspended future awards under the 2009 Share Option Plan which remains in place to facilitate the administration of previously granted options.

On 8 March 2019 the Committee, granted an annual award of options to Mr. Rothwell and Mr. Ledwidge in line with the annual limits set out in the PSP rules being 200% and 150% of salary respectively. The total number of options granted to Mr. Rothwell and Mr. Ledwidge based on a share price of €5.00 were 226,000 and 76,500 respectively.

Options Vested during 2019

During the period the Committee considered the performance conditions attaching to the basic tier options granted on 1 September 2014 under the legacy Share Option Plan at an exercise price of €2.97. Under the rules of the Share Option Plan the Committee determined that these grants vested based on reported Group EPS for the year ended 31 December 2018, and accordingly 152,500 outstanding options were deemed vested in favour of participants during the year. None of these options had been granted to the executive Directors. The share price at date of vesting was €4.39.

Options expected to vest during 2020 based on performance to 31 December 2020

The Committee has considered the performance conditions attaching to the second tier options granted on 5 March 2015 under the legacy Share Option Plan at an exercise price of €3.58. Under the rules of the Share Option Plan the Committee has determined that these grants will vest during 2020 based on reported Group EPS for the year ended 31 December 2019. Vesting will be conditional on the continued employment of the option holders at the vesting date. At 31 December 2019 there were 905,000 outstanding second tier options granted on 5 March 2015, including 350,000 and 75,000 options in favour of Mr. Eamonn Rothwell and Mr. David Ledwidge respectively.

The Committee has also considered the performance conditions attaching to the options granted under the PSP on 23 May 2017 which are tested against Group performance up to 31 December 2019. The 2019 outcomes have been adjusted for the effects of the application of IFRS 16 Leases so that the diluted earnings per share, return on average capital employed and free cash flow ratio metrics are comparable over the performance period. The table below shows the expected vesting on each metric.

Performance Condition	Weighting	Threshold	Maximum	Actual	Outcome
Diluted adjusted earnings per share	25%	36.0 cent	43.7 cent	23.7 cent	0% out of 25%
Return on average capital employed	25%	13%	20%	29.3%	25% out of 25%
Free cash flow ratio	25%	100%	130%	120.3%	19% out of 25%
Total shareholder return	25%	26.8%	56.5%	23.3%	0% out of 25%

30% vesting occurs at threshold performance increasing pro-rata up to the maximum vesting threshold. Vesting will be conditional on the continued employment of the option holders at the vesting date in 2020. At 31 December 2019 there were 1,036,145 outstanding options granted on 23 May 2017, including 293,000 and 100,000 options in favour of Mr. Eamonn Rothwell and Mr. David Ledwidge respectively of which 128,920 and 44,000 are expected to vest during 2020.

The gross value of those options expected to vest in favour of the executive Directors based on performance to 31 December 2019 has been included in the total director remuneration table for year ended based on an estimated share price of €4.51 being the average closing price of an ICG Unit between 1 October 2019 and 31 December 2019.

Long-Term Incentive – continued

Details of movements in share options granted to Directors under the Performance Share Plan and the legacy share option plan are set out in the table below:

Option Type	Date of Grant	31-Dec-18	Granted	Vested	Exercised	31-Dec-19	Option Price	Earliest Vesting Date	Latest Expiry Date
Eamonn Rothwell									
Unvested									
Second Tier Share Option[1]	5-Mar-15	350,000	-	-	-	350,000	3.58	5-Mar-20	4-Mar-25
Performance Share Plan[2]	23-May-17	293,000	-	-	-	293,000	0.065	5-Mar-20	-
Performance Share Plan[3]	9-Mar-18	189,000	-	-	-	189,000	0.065	9-Mar-21	-
Performance Share Plan[3]	5-Mar 19	-	226,000	-	-	226,000	0.065	5-Mar-22	-
Vested but not yet exercised	5-Mar-19	350,000	-		-	350,000	3.58	-	4-Mar-25
		1,182,000	**226,000**	**-**	**-**	**1,408,000**			

Option Type	Date of Grant	31-Dec-18	Granted	Vested	Exercised	31-Dec-19	Option Price	Earliest Vesting Date	Latest Expiry Date
David Ledwidge									
Unvested									
Second Tier Share Option[1]	5-Mar-15	75,000	-	-	-	75,000	3.58	5-Mar-20	4-Mar-25
Performance Share Plan[2]	23-May-17	100,000	-	-	-	100,000	0.065	5-Mar-20	-
Performance Share Plan[3]	9-Mar-18	56,500	-	-	-	56,500	0.065	9-Mar-21	-
Performance Share Plan[3]	5-Mar-19	-	76,000	-	-	76,000	0.065	5-Mar-22	-
Vested but not yet exercised	5-Mar-15	75,000	-	-	-	75,000	3.58	-	4-Mar-25
		306,500	**76,000**	**-**	**-**	**382,500**			

1 These options are expected to vest during 2020 based on performance to 31 December 2019 and the gross value has been included in the Director remuneration schedule.

2 These options are expected to vest during 2020 at a vesting rate of 44% based on performance to 31 December 2019 and the gross value has been included in the Director remuneration schedule. The delivered shares will be held in trust for a period of 5 years from exercise date.

3 These options will vest and become exercisable three years from the third anniversary of grant in accordance with achievement of the performance conditions set out in the Remuneration Framework table. These options will normally have to be exercised on or shortly after the vesting date and the delivered shares held in trust for a period of 5 years from exercise date.

Report of the Remuneration Committee
Continued

Other matters

Minimum Shareholding Requirements

The Company encourages individuals to acquire and retain significant shareholdings to align interests of management with those of shareholders. The Company has a minimum shareholding requirement for executive Directors and members of the executive management committee to hold shares to a market value of 300% of base salary within 5 years of date of appointment. The market value of vested options and any shares held under the Company's restricted share arrangements will count towards determining an individual's holdings.

The market value of the holdings of executive Directors and Executive Committee at 31 December 2019 as a multiple of salary at that date are shown in the following table:

	Salary multiple held
Eamonn Rothwell	255.5 times
David Ledwidge	2.2 times
Other Executive Management	7.0 times

Non–Executive Directors

Non-executive Directors receive a fee which is set by the Committee and approved by the Board. They do not participate in any of the Company's performance award plans or pension schemes. As part of the overall review of remuneration structures the Committee recommended the fee payable to the Board Chairman to continue the same as prior year at €125,000 per annum and other non-executive Directors at €50,000. The fee levels are considered in line with market norm generally and reflective of the levels of commitment expected from persons holding non-executive directorship positions.

Non-executive Directors do not have notice periods and the Company has no obligation to pay compensation when their appointment ceases. The letters of appointment are available for inspection at the Company's registered office during normal business hours and at the AGM.

Director's Service contracts

Non-executive Directors have been appointed under letters of appointment for periods of three years subject to annual re-election at the AGM.

In respect of Mr. Eamonn Rothwell, CEO, there is an agreement between the Company and Eamonn Rothwell that, for management retention reasons, in the event of a change in control of the Company (where over 50% of the Company is acquired by a party or parties acting in concert, excluding Eamonn Rothwell) he will have the right to extend his notice period to two years or to receive remuneration in lieu thereof.

This amendment to Mr. Eamonn Rothwell's contract of employment was agreed by the Remuneration Committee a number of years ago to retain and motivate the CEO during a series of attempted corporate takeover actions.

The letters of appointment for other executive Directors do not provide for any compensation for loss of office other than for payments in lieu of notice and, except as may be required under Irish law, the maximum amount payable upon termination is limited to 12 months equivalent.

On termination, outstanding options may at the absolute discretion of the Committee be retained by the departing individual in accordance with the good leaver / bad leaver provisions of the relevant plan. Any shares delivered to an individual which are subject to a retention period will remain unavailable to the individual until the end of the retention period and where applicable will be subject to clawback under the provisions of the Clawback Policy.

Share option schemes

There were no long-term incentive plans in place during the year other than the Group's 2009 share option plans (suspended as regards new grants) and the Performance Share Plan.

The purpose of the share option plans is to encourage identification of option holders with shareholders' longer-term interests. Under the plans, options have been granted both to Directors and to employees of the Group. The options were granted by the Committee on a discretionary basis, based on the employees expected contribution to the Group in the future. Non-executive Directors are not eligible to participate in the plan.

In the ten year period ended 31 December 2019, the total number of options granted, net of options lapsed amounted to 3.8% of the issued share capital of the Company at 31 December 2019.

A charge is recognised in the Consolidated Income Statement in respect of share options issued to executive Directors. The charge in respect of executive Directors for the financial year ended 31 December 2019 is €901,000 (2018: €845,000).

Clawback Policy

The Committee recognises that there could potentially be circumstances in which performance related pay (either annual bonuses, and/ or longer-term incentive awards) is paid based on misstated results or inappropriate conduct resulting in material damage to the Company. Whilst the Company has robust management and internal controls in place to minimise any such risk, the Committee has in place formal clawback arrangements for the protection of the Company and its investors. The clawback of performance related pay comprising the annual bonus and PSP awards would apply in certain circumstances including:

- a material misstatement of the Company's financial results;
- a material breach of an executive's contract of employment;
- any wilful misconduct, recklessness, and / or fraud resulting in serious injury to the financial condition or business reputation of the Company.

For executive Directors and members of the Executive Committee 50% of the annual bonus will be invested in ICG equity which must be held for a period of five years and one month, which will be subject to clawback for a period of two years per the circumstances noted above. Any awards granted under the PSP will be subject to clawback during the vesting period and any shares delivered on vesting will be subject to clawback for an initial two year period per the circumstances noted above.

Post-employment holdings

The Committee in designing its performance pay initiatives, as explained below, has ensured that executive Directors and senior managers retain appropriate levels of shareholding post-employment. To avoid any conflict with how these schemes operate the Committee does not consider it necessary to specify actual levels of post-employment shareholdings. Under the annual bonus scheme a minimum of 50% of an annual award must be invested in shares held in trust for a holding period of five years. Similarly any shares delivered pursuant to the vesting of options under the PSP must normally be held in trust for a holding period of five years. Therefore, at termination executive Directors and senior management participating in these schemes will contractually retain an interest in shares for a period of five years post employment, proportional to the amount of variable pay awarded over the final five years of employment.

External Appointments

No executive Director retained any remuneration receivable in relation to external board appointments.

Payments to former Directors

There were no pension payments or other payments for loss of office paid to any former Directors during the year.

External Advisers

The Committee sought assistance from Mercer in relation to assessment of the achievement of the performance conditions applicable to the May 2017 awards under the PSP. Mercer are members of the Remuneration Consultants Group and signatories to its Code of Conduct. Other than the services above Mercer did not provide any other services to the Group in the period 1 January 2019 to the date of this report.

Report of the Remuneration Committee
Continued

Say on Pay
ICG is an Irish incorporated company and is not subject to the UK disclosure requirements of the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013. However, in accordance with ICG's commitment to best corporate governance practices and shareholder engagement, the Board, on the recommendation of the Remuneration Committee, will put this Report of the Committee to an advisory vote at the forthcoming 2020 AGM of the Company.

At the AGM held on 17 May 2019, the advisory resolution on the Report of the Remuneration Committee in respect of the year ended 2018 received 78% support. The Company had engaged extensively with its major shareholders in advance of the meeting in respect of their concerns. There is also the opportunity for shareholders to raise any concerns regarding remuneration practices at investor meetings or to request direct communication with the Chair of the Committee.

The Committee understands the following were the concerns of shareholders;

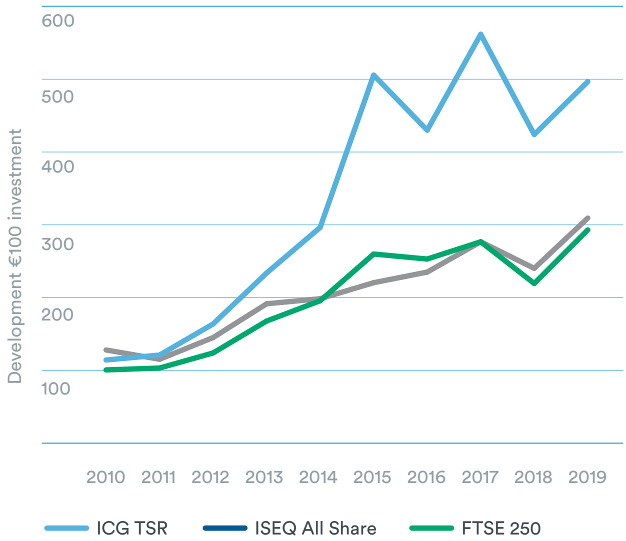
CEO performance pay:
A number of shareholders raised the non-disclosure of metrics around the CEO performance pay. The Committee has considered this and for contractual reasons does not disclose the exact calculation methodology. The Committee is satisfied that the outcomes reflect Group performance over the longer-term. The Committee is of the view that remuneration should be aligned with the business needs and strategy of the Group. Notwithstanding the Committee has also satisfied itself that the total overall remuneration of the CEO is not out of alignment with market norms through comparison with CEO remuneration of FTSE 250 companies and overall Group performance versus the FTSE 250. The Group equity is premium listed on the London Stock Exchange though it is not a constituent of the FTSE 250. However, the Committee is of the view that comparison against FTSE 250 metrics is appropriate as the Group is of an equivalent market capitalisation and provides a large verifiable population for comparative purposes.

	Salary Comparison 2018	Single figure total remuneration (Average 2016 to 2018)	
		FTSE 250 (excl. top 50)	FTSE 250
	€'000	€'000	€'000
FTSE 250 CEO			
Lower quartile	557	1,181	1,300
Median	615	1,787	1,963
Upper quartile	706	2,753	2,928
ICG CEO	552	2,681	2,681

The table above sets out the single figure total remuneration comparison versus FTSE 250 and is based on most recent available information on published accounts for years ended during 2018 sourced from the Deloitte publication "Directors' Remuneration in FTSE 250 Companies". The single figure total remuneration figure has been averaged over three years to reduce any single year effect. Sterling figures were converted to Euro at average rates. The Committee notes that the 2018 CEO base salary was within the lower quartile range whereas the single figure total remuneration average over the three year period 2016 to 2018 was ahead of the median but below the upper quartile. The ICG CEO single figure total remuneration average over 2017 to 2019 was €2,925,000, for which there was no publicised comparison available at the date of the report.

The Committee also considered the longer-term total shareholder return (TSR) performance of the Group compared to both the FTSE 250 and ISEQ all share index based on an initial €100 investment on 1 January 2010 depicted in the chart below.

Comparative TSR Performance



Based on the above analysis the Committee is satisfied the overall remuneration outcomes for the CEO are consistent with the remuneration framework objectives.

CFO rate of salary increase

A number of shareholders raised a concern regarding the 20% increase in the CFO salary in 2018 over 2017. This was viewed as not being consistent with increases awarded generally. Mr. Ledwidge was appointed to the position of CFO in March 2015 and to the Board in March 2016. The Committee had noted in its 2016 report that Mr. Ledwidge's salary was set at a level commensurate with his experience with the Group with the expectation that subject to individual and Group performance that this level of salary will rise progressively over a number of years to comparable levels in the market for similar roles. The Committee has assessed Mr. Ledwidge's performance since 2016 to have met its expectations and has increased his salary progressively from an initial salary on appointment to the Board of €160,000 to €254,000 reported in this report. The Committee has further determined that his salary be set at €318,000 for 2020. In setting this salary level the Board has again looked at FTSE 250 salary levels for equivalent positions as set out below;

	Salary Comparison 2018	Single figure total remuneration (Average 2016 to 2018)	
		FTSE 250 (excl. top 50)	FTSE 250
	€'000	€'000	€'000
FTSE 250 CFO			
Lower quartile	363	750	821
Median	408	1,086	1,139
Upper quartile	461	1,546	1,619
ICG CFO	221	448	448

The Committee notes that the prior year's salary levels and the 2020 level remain at the lower quartile levels as does the single figure total remuneration. In line with the objectives of the Remuneration Framework, and having reviewed Mr. Ledwidge's performance the Committee is satisfied that the progressive increase in the salary level remains appropriate.

Market price of shares

The closing price of the shares on Euronext Dublin on 31 December 2019 was €4.84 and the range during the year was €3.71 to €5.20.

Brian O'Kelly
Chair of the Remuneration Committee


IRISH FERRIES
W.B. YEATS

Directors' Responsibilities Statement

The Directors are responsible for preparing the Annual Report and the Group and Company Financial Statements, in accordance with applicable laws and regulations. Company law requires the Directors to prepare Group and Company Financial Statements each 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 Article 4 of the IAS regulation. The Directors have elected to prepare the Company Financial Statements in accordance with IFRS as adopted by the European Union and as applied in accordance with the provisions of the 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 as at the end of the financial year and of the profit or loss of the Group for the financial year and otherwise comply with the Companies Act 2014. 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 that the Financial Statements comply with IFRS as adopted by the European Union as applied in accordance with the Companies Act 2014; and
- prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the Group and the Company will continue in business.

The Directors are responsible for keeping adequate accounting records which disclose with reasonable accuracy at any time the financial position of the Company and the Group and to enable them to ensure that the Financial Statements are prepared in accordance with IFRS as adopted by the European Union and comply with Irish statute comprising the Companies Act 2014 and in regard to the Group Financial Statements, Article 4 of IAS Regulation. They are also responsible for safeguarding the assets of the Company and the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. The Directors are responsible for the maintenance and integrity of the corporate and financial information included in the Group's and Company's website (www.icg.ie). Legislation in Ireland governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

The Directors of Irish Continental Group plc acknowledge these responsibilities and accordingly have prepared this Consolidated Annual Report for the financial year ended 31 December 2019 in compliance with the provisions of Regulation (EC) No. 1606/2002, regulations 4 and 5 of Statutory Instrument No. 277 of 2007 of Ireland, the Transparency Rules of the Central Bank of Ireland, the applicable International Financial Reporting Standards as adopted by the European Union, the Companies Act 2014 and the Listing Rules issued by Euronext Dublin.

Each of the Directors, whose names and functions are listed on pages 64 and 65 of the Annual Report confirms that to the best of each person's knowledge and belief:

- the Consolidated Financial Statements for the financial year ended 31 December 2019 have been prepared in accordance with International Financial Reporting Standards and give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole;
- the Operating and Financial Review includes a fair review of the development and performance of the business for the financial year ended 31 December 2019 and the position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face; and
- the Annual Report and Financial Statements, taken as a whole, are fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy.

This responsibility statement was approved by the Board of Directors on 4 March 2020 and signed on its behalf by:

Eamonn Rothwell	**David Ledwidge**
Director	Director