

**SUPPLEMENT DATED 4 MAY 2021 TO THE BASE PROSPECTUS DATED 28 AUGUST 2020**



**The Governor and Company of the Bank of Ireland**

*(established in Ireland by Charter in 1783, and having limited liability Registered in Ireland No. C-1)*

and

**Bank of Ireland Group plc**

*(incorporated and registered in Ireland under the Companies Act 2014 (as amended) with registered number 593672)*

**€25,000,000,000**

**Euro Note Programme**

This supplement (the “**Supplement**”) is supplemental to and should be read in conjunction with the base prospectus dated 28 August 2020 (the “**Base Prospectus**”) and the supplement dated 3 March 2021 to the Base Prospectus (such supplement together with this Supplement and the Base Prospectus, the “**Prospectus**”) issued for the purposes of giving information with regard to the issue of notes (the “**Notes**”) by The Governor and Company of the Bank of Ireland (“**BOI**”) and Bank of Ireland Group plc (“**BOIG**”) (the “**Issuers**” and each an “**Issuer**”) under the €25,000,000,000 Euro Note Programme (the “**Programme**”) during the period of twelve months after the date of the Base Prospectus. Words and expressions defined in the Base Prospectus shall, unless otherwise defined herein or the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement constitutes a base prospectus supplement for the purposes of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) as amended from time to time and is issued in accordance with Article 23 thereof and relevant Irish laws. This Supplement has been approved by the Central Bank of Ireland (the “**Central Bank**”), as competent authority under the Prospectus Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuers or of the quality of the Notes that are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in the Notes. Such approval relates only to the Notes which are to be admitted to trading on the regulated market of the Irish Stock Exchange plc trading as Euronext Dublin (“**Euronext Dublin**”) or other regulated markets for the purposes of Directive 2014/65/EU (as amended, “**MIFID II**”) or which are to be offered to the public in any Member State of the European Economic Area.

This Supplement is also a supplementary listing particulars which is supplemental to and should be read in conjunction with the Base Listing Particulars dated 28 August 2020 (the “**Base Listing Particulars**”) and the supplement dated 3 March 2021 to the Base Listing Particulars (such supplement together with this Supplement and the Base Listing Particulars, the “**Listing Particulars**”) relating to the Programme.

Application has been made to Euronext Dublin for this Supplement to be approved by Euronext Dublin pursuant to the Programme which has also been approved on the Global Exchange Market.

Each Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of BOI and BOIG, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

## Purpose of the Supplement

The purpose of this Supplement is to:

1. incorporate by reference additional documents into the Prospectus and the Listing Particulars;
2. make amendments to the “*Description of BOIG and the Group*” section; and
3. make an amendment to the “*Description of BOI*” section.

### 1. ADDITIONAL DOCUMENTS INCORPORATED BY REFERENCE

- (a) On 30 April 2021 BOIG published its Q1 2021 Interim Management Statement. By virtue of this Supplement, the Q1 2021 Interim Management Statement is hereby incorporated in, and forms part of, the Prospectus and the Listing Particulars.
- (b) On 24 March 2021 the Pillar 3 disclosures of BOIG for the year ended 31 December 2020 were published. By virtue of this Supplement, the Pillar 3 disclosures of BOIG for the year ended 31 December 2020 are hereby incorporated in, and form part of, the Prospectus and the Listing Particulars.

Copies of the documents incorporated by reference via this Supplement in the Prospectus and the Listing Particulars can be obtained by visiting the Issuers’ website at [https://investorrelations.bankofireland.com/app/uploads/Q1\\_IMS\\_30.04.2021.pdf](https://investorrelations.bankofireland.com/app/uploads/Q1_IMS_30.04.2021.pdf) for the Q1 2021 Interim Management Statement and <https://investorrelations.bankofireland.com/app/uploads/Pillar-3-Bank-of-Ireland-Group-plc-31-December-2020-1.xlsx> for the Pillar 3 disclosures.

Any documents themselves incorporated by reference in the documents incorporated by reference in this Supplement shall not form part of the Prospectus or the Listing Particulars.

Any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in the Prospectus and the Listing Particulars.

References in this Supplement or any documents incorporated by reference in the Prospectus and the Listing Particulars by virtue of this Supplement to websites are made for information purposes only and the contents of those websites (save for the documents expressly incorporated by reference in the Prospectus and the Listing Particulars) do not form part of this Supplement.

### 2. AMENDMENT OF DESCRIPTION OF BOIG AND THE GROUP

The “*Description of BOIG and The Group*” section on pages 132 to 141 of the Base Prospectus and the Base Listing Particulars is amended as follows:

- (a) The “*Board of Directors*” section on page 132 of the Base Prospectus and the Base Listing Particulars is deleted and replaced with the following:

#### “Board of Directors

The business address of the Board of Directors of BOIG (the “**Board**”) is Bank of Ireland Group plc, 40 Mespil Road, Dublin 4, Ireland.

| <i>Name</i>     | <i>Current position</i> | <i>Principal Outside Activities</i>   |
|-----------------|-------------------------|---|
| Patrick Kennedy | Chairman                | Chairman of Cartrawler. Honorary Treasurer of the Irish Rugby Football Union. |

|                     |  |   |
|---------------------|--|---|
| Francesca McDonagh  | Group Chief Executive Officer;<br>Executive Director                 | Director of IBEC CLG, member of the PRA Practitioner Panel.   |
| Evelyn Bourke*      | Non-Executive Director   | Non-executive Director of Marks & Spencer Group plc and member of its Audit and Nomination Committees. Non-executive Director of AJ Bell plc with effect from 1 July 2021.  |
| Giles Andrews       | Non-Executive Director   | Non-executive Director of Zopa Group Limited. Chairman of Bethnal Green Ventures. Non-executive Chairman of Market Finance Limited. Non-executive Chairman of Carwow Limited. Advisory role to Northzone Ventures.  |
| Ian Buchanan        | Non-Executive Director   | None.   |
| Eileen Fitzpatrick* | Non-Executive Director   | Chair of the Outside Appointments Board, Department of Public Expenditure and Reform. Non-Executive Director of a number of KKR investment management firms in Ireland. Non-Executive Director of Respond Housing Association. Non-Executive Director of Urbeo Residential Limited. |
| Richard Goulding*   | Deputy Chairman; Senior Independent Director; Non-Executive Director | Non-executive Director of Zopa Bank Limited, where he is Chair of the Risk Committee and a member of the Audit, Nomination and Remuneration Committees.   |
| Michele Greene      | Non-Executive Director   | Director of Mololo Limited.   |
| Myles O’Grady       | Group Chief Financial Officer;<br>Executive Director                 | None.   |
| Fiona Muldoon*      | Non-Executive Director   | None.   |
| Steve Pateman*      | Non-Executive Director   | Consultant to the Arora Group   |

\* Audit committee member”

(b) The following paragraph is added after the last paragraph in the “Recent Developments” section on page 135 of the Base Prospectus and the Base Listing Particulars:

“On 16 April 2021, the Group announced it had entered into a Memorandum of Understanding with KBC Bank Ireland, expressing the parties’ intention to explore a route that could potentially lead to a transaction whereby the Group commits to acquire substantially all of KBC Bank Ireland’s performing loan assets and liabilities. The transaction remains subject to customary due diligence, further negotiation and agreement of final terms and binding documentation, as well as obtaining all appropriate internal and external regulatory approvals.”

### 3. AMENDMENT OF DESCRIPTION OF BOI

The “*Description of BOI*” section on pages 142 to 145 of the Base Prospectus and the Base Listing Particulars is amended as follows:

- (a) The “*Court of Directors*” section on pages 143 and 144 of the Base Prospectus and the Base Listing Particulars is deleted and replaced with the following:

#### “Court of Directors

The business address of the Court of Directors of BOI (the “**Court**”) is Bank of Ireland, 40 Mespil Road, Dublin 4, Ireland.

| <i>Name</i>         | <i>Current position</i>  | <i>Principal Outside Activities</i>   |
|---------------------|--|---|
| Patrick Kennedy     | Governor   | Chairman of Cartrawler. Honorary Treasurer of the Irish Rugby Football Union.   |
| Francesca McDonagh  | Group Chief Executive Officer; Executive Director                    | Director of IBEC CLG, member of the PRA Practitioner Panel.   |
| Evelyn Bourke*      | Non-Executive Director   | Non-executive Director of Marks & Spencer Group plc and member of its Audit and Nomination Committees. Non-executive Director of AJ Bell plc with effect from 1 July 2021.  |
| Giles Andrews       | Non-Executive Director   | Non-executive Director of Zopa Group Limited. Chairman of Bethnal Green Ventures. Non-executive Chairman of Market Finance Limited. Non-executive Chairman of Carwow Limited. Advisory role to Northzone Ventures.  |
| Ian Buchanan        | Non-Executive Director   | None.   |
| Eileen Fitzpatrick* | Non-Executive Director   | Chair of the Outside Appointments Board, Department of Public Expenditure and Reform. Non-Executive Director of a number of KKR investment management firms in Ireland. Non-Executive Director of Respond Housing Association. Non-Executive Director of Urbeo Residential Limited. |
| Richard Goulding*   | Deputy Governor; Senior Independent Director; Non-Executive Director | Non-executive Director of Zopa Bank Limited, where he is Chair of the Risk Committee and a member of the Audit, Nomination and Remuneration Committees.   |
| Michele Greene      | Non-Executive Director   | Director of Mololo Limited.   |
| Myles O’Grady       | Group Chief Financial Officer; Executive Director                    | None.   |
| Fiona Muldoon*      | Non-Executive Director   | None.   |
| Steve Pateman*      | Non-Executive Director   | Consultant to the Arora Group   |

\* Audit committee member”

## **GENERAL**

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus and the Listing Particulars by this Supplement and (b) any other statement in or incorporated by reference in the Prospectus and the Listing Particulars, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new factor, material mistake or material inaccuracy relating to information included in the Prospectus and the Listing Particulars has arisen since the publication of the Prospectus and the Listing Particulars.

For as long as the Programme remains in effect or any Notes are outstanding, copies of (i) the current Base Prospectus and the Base Listing Particulars in relation to the Programme, together with any amendments or supplements thereto (including the supplement dated 3 March 2021 and this Supplement) and (ii) any documents incorporated therein by reference can be obtained by visiting the Issuers' website at <http://investorrelations.bankofireland.com/>.