

## **Bank of Ireland Group PLC (the “Company”)**

### **Notice of Annual General Meeting, Proposed UK Delisting & Odd-Lot Offer**

**16 April 2026**

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The Annual General Meeting (“**AGM**”) of the Company will be held at 11.00 a.m. on Thursday 21 May 2026 in the Intercontinental Hotel Dublin, Simmonscourt Road, Dublin 4, D04 A9K8.

#### **Proposed UK Delisting**

The Board keeps the Company’s listing arrangements under regular review. In recent years, trading volume in the ordinary shares of the Company on the London Stock Exchange (“**LSE**”) has been negligible relative to overall trading in the Company’s shares. As a result, the Board considers that the cost of maintaining the LSE listing is no longer in the interests of the Company and its Shareholders as a whole. Accordingly, the Board has resolved to propose the cancellation of the Company’s listing of ordinary shares on the Official List of the UK Financial Conduct Authority (“**FCA**”) and the cancellation of its admission to trading on the Main Market of the LSE (the “**Proposed UK Delisting**”).

Pursuant to FCA Listing Rule 21.2.8, the Proposed UK Delisting is subject to shareholder approval and accordingly, a circular, containing the Chairman’s Letter to holders of Ordinary Shares and Notice of the AGM (the “**Circular**”), will be sent to shareholders setting out, amongst other matters, the background to and reasons for the Proposed UK Delisting. The Circular will invite shareholders to consider and, if thought fit, pass the requisite shareholder resolution to approve the Proposed UK Delisting (the “**Resolution**”).

The Resolution will be proposed as a special resolution to approve the Proposed UK Delisting and to authorise the Directors to take all necessary or desirable steps to implement the Proposed UK Delisting.

In accordance with the FCA Listing Rules, the Proposed UK Delisting, if approved, will not take place for at least 20 business days after the Resolution is passed. Subject to the passing of the Resolution the anticipated date for the Proposed Delisting is 29 June 2026.

The Proposed UK Delisting will not affect the continued listing of the Company’s ordinary shares on the Main Market of Euronext Dublin.

#### **Odd-lot Offer**

The Company is also announcing, pursuant to FCA Listing Rule 9.6.4, that it is seeking authority from Shareholders at the AGM to put in place a mechanism to permit an Odd-lot Offer to Shareholders at any time up to 18 months following the AGM. Under an Odd-lot Offer, it is intended that eligible holders of 30 or fewer Ordinary Shares will be offered the opportunity to sell their shares to the Company at a 5% premium to the market price at that time. This will facilitate the disposal by eligible Odd-lot Holders of their shares at a 5% premium, without the dealing costs which would normally render such a disposal uneconomic. Shareholders will have the ability to opt out of any Odd-lot Offer. The mechanism will require an amendment to the Company’s Articles of Association.

Subject to approval of the relevant proposals at the AGM, the timing for any proposed Odd-lot Offer will be at the discretion of the Directors, and will be subject to the prior approval of the European Central Bank. Full details of the background to the Odd-lot Offer proposal and the proposed terms of an Odd-lot Offer are included in the Circular.

#### **Further information on the AGM**

The following documents have been posted or made available to Shareholders today:

- (i) Circular; and
- (ii) Form of Proxy.

The Annual Report and Accounts for the year ended 31 December 2025 was published on the Company's website on 2 March 2026, and has been posted to Shareholders who have elected to receive hard copies of Shareholder communications.

Copies of the Circular and the Form of Proxy will be submitted to Euronext Dublin and the UK's National Storage Mechanism and will shortly be available for inspection at the following locations:

<https://direct.euronext.com/#/oamfiling>

and at:

<https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

Alternatively, you can view all of the documents detailed above at:

<https://investorrelations.bankofireland.com/shareholder-information/annual-general-meeting/>

#### Listening live to the AGM

Shareholder participation and engagement remains important to us. As such, Shareholders can also avail of the option to listen live to the AGM by telephone on the following numbers:

Ireland:	01 582 2026
UK Direct:	+44 800 260 6471
International Direct:	+44 20 3481 4226
Passcode:	6576490#

It will not be possible to vote or ask questions via telephone. Therefore, Shareholders who choose this option are encouraged to submit their proxy voting instructions in advance of the AGM to ensure that they can vote and be represented at the AGM.

For further information, please contact:

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