

Attendance Card

Bank of Ireland Group PLC (the “Company”) would like to inform you that the Annual General Meeting (“AGM”) of the Company will be held in O’Reilly Hall, UCD, Belfield, Dublin 4 on 23 May 2023 at 11.00 a.m.

Please bring this card with you to the AGM and present it at Shareholder registration/accreditation.

Shareholder Reference Number

Ordinary Share Form of Proxy – Annual General Meeting (“AGM”) to be held on 23 May 2023



Cast your Proxy online...It’s fast, easy and secure!

www.eproxyappointment.com

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 918482

SRN:

PIN:



To view the Annual Report and Accounts, the Chairman’s Letter and Notice of the AGM online, log on to www.bankofireland.com/investor
To submit a question in advance, send your email to: agmquestions@boi.com or write to the Company Secretary at 5th Floor, 27-33 Baggot Street Upper, Dublin 4, D04 VX58.
If you wish to receive future shareholder communications by email please register your email address at www.computershare.com/ie/ecomms

**To be effective, votes must be lodged with the Company’s Registrar at: Computershare Investor Services (Ireland) Limited, P.O. Box 13030, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland or through the voting website, see above, by Sunday, 21 May 2023 at 11.00 a.m.
Please see the dial in details, set out in the Notice of the AGM, for listening live to the meeting.**

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a Shareholder, as his/her proxy to exercise all or any of his/her rights, to attend, speak and vote on their behalf at the AGM. A Shareholder may appoint more than one proxy to attend, speak, ask questions and vote at the AGM in respect of shares held in different securities accounts. A Shareholder acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees provided each proxy is appointed to exercise rights attached to different shares held by the Shareholder. If the proxy is being appointed in relation to less than your full voting entitlement please enter in the box next to the proxy holder’s name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a Shareholder, the full voting entitlement for that designated account). If a poll is taken at the AGM, a Shareholder present in person or proxy, holding more than one share, is not required to cast all their votes in the same way.
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar’s helpline on +353 1 247 5414 or you may photocopy the reverse only of this form. Please indicate in the box next to the proxy holder’s name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- To be effective, the completed Form of Proxy, together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be deposited with the Registrar of the Company before the deadline set out above. A Shareholder wishing to appoint a proxy by electronic means may do so on the Registrar’s website www.eproxyappointment.com. Details of the requirements are set out in the box above. A Shareholder who wishes to appoint more than one proxy by electronic means must contact the Registrar by sending an email to clientservices@computershare.ie.
- The “Vote Withheld” option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a ‘Vote Withheld’ is not a vote in law and will not be counted in the calculation of the proportion of the votes ‘For’ and ‘Against’ a resolution.
- Pursuant to Section 1087G of the Companies Act 2014, (as amended), entitlement to attend and vote at the AGM and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6:00 p.m.(Irish Time) on Friday, 19 May 2023 (or in the case of an adjournment as at the close of business on the day which is four days before the date of the adjourned meeting). Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the AGM.
- All proxy voting instructions (whether submitted directly by way of a completed Form of Proxy in the case of holders of ordinary shares in certificated (i.e. paper) form or through the Euroclear System (in the case of Euroclear Bank participants) or CREST (in the case of holders of CDIs)) must be received by the Company’s Registrar by no later than 11.00 a.m. on Sunday, 21 May 2023 (or, in the case of an adjournment, no later than 48 hours before the time fixed for holding the adjourned meeting). Persons holding interests in ordinary shares through the Euroclear System or CREST (via a holding in CDIs) will also need to comply with any additional voting deadlines imposed by the respective service offerings. All persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar’s helpline on +353 1 247 5414 to request a change of address form or go to www.investorcentre.com/ie to use the online Investor Centre service.
- Any alterations made to this form should be initialled.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. Bank of Ireland Group PLC and Computershare Investor Services (Ireland) Limited accept no liability for any instruction that does not comply with these conditions.

All Holders

Poll Card

To be completed **only** at the AGM if a Poll is called.

	For	Against	Withhold		For	Against	Withhold		For	Against	Withhold
1. To receive and consider the Company's Financial Statements, the Report of the Directors and the Auditors' Report for the year ended 31 December 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(g) Michele Greene	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. To authorise purchases of Ordinary Shares by the Company or subsidiaries.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To Declare a Dividend.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(h) Patrick Kennedy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. To authorise the Directors to issue Ordinary Shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect the following Director, by separate resolution:				(i) Fiona Muldoon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To renew the Directors' authority to issue Ordinary Shares on a non-pre-emptive basis for cash.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(a) Myles O'Grady	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(j) Steve Pateman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To approve the Directors' additional authority to issue Ordinary Shares on a non-pre-emptive basis for cash in the case of an acquisition or specified capital investment.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
To re-elect the following Directors, by separate resolutions:				(k) Mark Spain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To authorise the Directors to issue contingent equity conversion notes, and Ordinary Shares on the conversion of such notes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Giles Andrews	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4. To consider the continuation in office of KPMG as Auditor of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To authorise the Directors to issue for cash on a non-pre-emptive basis, contingent equity conversion notes, and Ordinary Shares on the conversion of such notes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Evelyn Bourke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5. To authorise the Directors to fix the remuneration of the Auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
(d) Ian Buchanan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6. To authorise the Directors to convene an EGM by 14 days clear notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
(e) Eileen Fitzpatrick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. To consider the Report on Directors Remuneration for the year ended 31 December 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
(f) Richard Goulding	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. To receive and consider the 2022 Directors Remuneration Policy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Signature _____

Form of Proxy

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



You can also instruct your proxy not to vote on a resolution by inserting an "X" in the withhold box.

I/We hereby appoint the Chairman of the Meeting, with full power of substitution, OR the following person

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement*** on my/our behalf on any matter at the AGM of the Company to be held in **O'Reilly Hall, UCD, Belfield, Dublin 4** on 23 May 2023 at 11.00 a.m. and at any adjourned meeting thereof.

I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an X in the appropriate box.

* Please leave this box blank if you have selected the Chairman. Do not insert your own name(s). Please include an address if you have selected a person other than the Chairman.

** Please leave this box blank if you are appointing a proxy in respect of your full voting entitlement. If you are appointing the proxy in relation to less than your full voting entitlement, please insert the number of shares in relation to which they are authorised to act.

*** For the appointment of more than one proxy, please refer to Explanatory Notes 2 and 3 (see front).

Please tick here to indicate if this proxy appointment is one of multiple appointments being made.

	For	Against	Withhold		For	Against	Withhold		For	Against	Withhold
1. To receive and consider the Company's Financial Statements, the Report of the Directors and the Auditors' Report for the year ended 31 December 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(g) Michele Greene	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. To authorise purchases of Ordinary Shares by the Company or subsidiaries.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To Declare a Dividend.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(h) Patrick Kennedy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. To authorise the Directors to issue Ordinary Shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect the following Director, by separate resolution:				(i) Fiona Muldoon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To renew the Directors' authority to issue Ordinary Shares on a non-pre-emptive basis for cash.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(a) Myles O'Grady	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(j) Steve Pateman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To approve the Directors' additional authority to issue Ordinary Shares on a non-pre-emptive basis for cash in the case of an acquisition or specified capital investment.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
To re-elect the following Directors, by separate resolutions:				(k) Mark Spain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To authorise the Directors to issue contingent equity conversion notes, and Ordinary Shares on the conversion of such notes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Giles Andrews	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4. To consider the continuation in office of KPMG as Auditor of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To authorise the Directors to issue for cash on a non-pre-emptive basis, contingent equity conversion notes, and Ordinary Shares on the conversion of such notes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Evelyn Bourke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5. To authorise the Directors to fix the remuneration of the Auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
(d) Ian Buchanan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6. To authorise the Directors to convene an EGM by 14 days clear notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
(e) Eileen Fitzpatrick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. To consider the Report on Directors Remuneration for the year ended 31 December 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
(f) Richard Goulding	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. To receive and consider the 2022 Directors Remuneration Policy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

I/We would like my/our proxy to vote on the resolutions proposed at the AGM as indicated on this form. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature _____

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary)

