

**SECOND SUPPLEMENT DATED 25 MARCH 2026 TO THE PROSPECTUS DATED 15 OCTOBER 2025  
(AS SUPPLEMENTED)**



**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 15 October 2025 as supplemented by the first supplement dated 29 October 2025 (the “**Base Prospectus**”) (and the Base Prospectus as supplemented by this Supplement, 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 15 October 2025 as supplemented by the first supplement dated 29 October 2025 (the “**Base Listing Particulars**”) (the Base Listing Particulars as supplemented by this Supplement, 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 information into the Base Prospectus and the Base Listing Particulars;
2. make amendments to the “*Risk Factors*” section;
3. make amendments to the “*Description of BOIG and The Group*” section;
4. make amendments to the “*Description of BOI*” section;
5. update the documents to be made available in the “*General Information – Documents Available*” section; and
6. update the significant and material change statements made in the “*General Information - Significant or Material Change*” section.

### **1. ADDITIONAL INFORMATION INCORPORATED BY REFERENCE**

On 2 March 2026 BOI and BOIG published their audited consolidated financial statements for the financial year ended 31 December 2025, including the notes thereto and the Auditor’s Reports in connection therewith by KPMG. By virtue of this Supplement, these documents are hereby incorporated in, and form part of, the Prospectus and the Listing Particulars.

Copies of all 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/Annual-Report-GovCo-2025-WEB-high-res.pdf> for BOI and <https://investorrelations.bankofireland.com/app/uploads/Annual-Report-HoldCo-2025-WEB.pdf> for BOIG.

Any information itself incorporated by reference in the information incorporated by reference in the Prospectus and the Listing Particulars by virtue of 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 information 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 information thereon which is expressly incorporated by reference in the Prospectus and the Listing Particulars) do not form part of this Supplement.

### **2. AMENDMENT OF RISK FACTORS**

The “*Risk Factors*” section on pages 18 to 56 of the Base Prospectus and the Base Listing Particulars is amended as follows:

- (a) *Amendment of Risk Factor “The fallout from Russia’s invasion of Ukraine, the Israel-Hamas war, and the new U.S. administration’s trade policy are impacting the global, U.S., Irish and UK economies”*

The title and Risk Factor “*The fallout from Russia’s invasion of Ukraine, the Israel-Hamas war, and the new U.S. administration’s trade policy are impacting the global, U.S., Irish and UK economies*” on page 18 of the Base Prospectus and the Base Listing Particulars shall be amended and updated to read as follows (and cross-references in the Prospectus and the Listing Particulars to such risk factor title shall be deemed to be updated accordingly):

***“The fallout from Russia’s invasion of Ukraine, the U.S. administration’s trade policy, and most recently, escalating conflict in the Middle East, are impacting the global, U.S., Irish and UK economies***

On 24 February 2022, Russia announced its decision to conduct ‘special military operations’ in Ukraine. The fallout from the conflict dampened economic activity globally and in Ireland and the UK and raised prices and costs for consumers and businesses, while central banks responded to an increase in inflation by raising interest rates. Increased sanctions on Russia have been imposed by the European Union, the United States and the UK, among others.

In the U.S., the new administration’s trade policy, including the imposition of increased tariffs on imports from its trading partners, has impacted consumer and business confidence, both in the U.S. and elsewhere. Increased tariffs are likely to have negative effects on economic growth in the U.S. and other economies, including Ireland and the UK.

On 28 February 2026, the US and Israel launched aerial attacks on Iran, triggering broader conflict in the Middle East and resulting in disruption to energy supplies and a sharp rise in oil and gas prices. If sustained, elevated energy prices may adversely impact the global, European and Irish and UK economies, resulting in higher inflation, lower economic growth, and reduced consumer and business confidence. Central banks, including the European Central Bank and the Bank of England, may also respond to increased inflationary pressure by raising interest rates, further dampening economic activity.

Any of these factors (or a combination of them) could have a material adverse effect on the business, financial condition, results of operations, capital, liquidity and/or prospects of financial institutions, including the Group.”

- (b) *Amendment of Risk Factor “Deterioration in economic conditions”*

The text of the Risk Factor “*Deterioration in economic conditions*” on page 19 of the Base Prospectus and the Base Listing Particulars shall be amended and updated to read as follows:

“A deterioration in economic conditions could adversely affect the Group’s business and financial performance. Specifically, a deterioration in economic conditions in the markets where the Group operates could adversely impact the Group’s income (for example, as a result of a fall in the demand for some of the Group’s banking services and products) and lead to higher than expected credit losses. As a result of a number of factors, including fiscal and monetary policy during the Covid-19 pandemic, supply chain disruptions, the on-going impact of the UK’s withdrawal from the EU on the UK’s trade and economy, and the Russia-Ukraine conflict (particularly impacting energy and food prices), inflation rates increased significantly in a number of developed markets, including the UK and Ireland. Central banks including the Federal Reserve in the U.S., the Bank of England and the European Central Bank (“**ECB**”) responded by raising interest rates, which has had a negative impact on economic activity. Inflation has since fallen back across many economies and central banks (including the ECB and Bank of England) have lowered interest rates. More recently however, escalating conflict in the Middle East, following US-Israeli aerial attacks on Iran in late February 2026, has resulted in disruption to energy supplies and a sharp rise in oil and gas prices. If sustained, elevated energy prices may adversely impact the global, European and Irish and UK economies, resulting in increased inflation rates, lower economic growth, and reduced consumer and business confidence. Central banks, including the European

Central Bank (ECB) and the Bank of England, may also respond to renewed inflationary pressures by raising interest rates, further dampening economic activity. Moreover, increased tariffs imposed by the U.S. recently on its trading partners may also weigh on economic growth. Any deterioration in economic conditions could have adverse consequences for the Group if investment in strategic initiatives are de-prioritised and actions taken to control costs result in increased operational risk.”

- (c) *Amendment of Risk Factor “Decreases in the credit quality of the Group’s borrowers and counterparties, could adversely affect the Group’s business”*

The third, fourth and fifth paragraphs of Risk Factor “Decreases in the credit quality of the Group’s borrowers and counterparties, could adversely affect the Group’s business” on pages 24 and 25 of the Base Prospectus and the Base Listing Particulars shall be amended and updated to read as follows respectively:

“Further, there is a risk that, despite the Group’s belief that it conducts an accurate assessment of borrower credit quality, borrowers are unable to meet their commitments as they fall due as a result of borrower specific circumstances, macro-economic factors or other external factors. These include a deterioration in the macroeconomic outlook in the Group’s key markets, particularly in the UK, reflecting risks associated with Russia’s invasion of Ukraine, the Israel-Hamas conflict, conflict in the Middle East following US-Israeli aerial attacks on Iran, elevated inflation, supply chain disruption, the potential impact from uncertainty around international trade and tariff policies and expectation of interest rate changes. The failure of borrowers to meet their commitments as they fall due may result in higher impairment loss allowances or a negative impact on fair value in the Group’s lending portfolio. A deterioration in borrower credit quality and the consequent increase in impairments could have a material adverse effect on the Group’s business, results of operations, financial condition and/or prospects.

The Group’s primary markets are Ireland and the UK. As at 31 December 2025, based primarily on the geographic location of the business unit where the asset is booked, 76 per cent. of the Group’s loans and advances to customers were in Ireland, 23 per cent. in the UK and 1 per cent. in other jurisdictions. As at 31 December 2025, residential mortgages represented 63 per cent. of total drawn loans and advances to customers. Residential mortgage exposures originated and managed in Ireland and the UK represent a material concentration of credit risk.

Economic conditions may deteriorate in the Group’s main markets, which may lead to, amongst other things, counterparties and borrowers experiencing an adverse financial situation, declines in values of collateral (including residential and commercial property values) and investments, increases in unemployment levels, weak consumer and corporate spending, declining corporate profitability, declining equity markets and bond markets and an increase in corporate insolvencies. This may give rise to deterioration in the credit quality of the Group’s borrowers and counterparties and increased difficulties in relation to the recoverability of loans and other amounts due from such borrowers and counterparties, resulting in significant increases in the Group’s impaired loans and impairment loss allowances. Uncertainty in the global and Eurozone economies, including, as noted above, risks associated with Russia’s invasion of Ukraine, the Israel-Hamas conflict, conflict in the Middle East following US-Israeli aerial attacks on Iran, elevated inflation, supply chain disruption, and expectation of interest rate changes, could result in downgrades and deterioration in the credit quality of the Group’s customer, sovereign and banking exposures.”

- (d) *Amendment of Risk Factor “While the Group’s level of non-performing exposures (“NPEs”) on loans and advances to customers has reached normalised levels, this level may change”*

The first paragraph of the Risk Factor “While the Group’s level of non-performing exposures (“NPEs”) on loans and advances to customers has reached normalised levels, this level may change” on page 25 of the Base Prospectus and the Base Listing Particulars shall be amended and updated to read as follows:

“Measured against industry peers, the proportion of the Group’s loan portfolio which comprises NPEs has reached normalised levels. As at 31 December 2025, the Group had recognised impairment loss allowances of €1.1 billion and had NPEs of €1.8 billion and the Group’s NPE ratio to gross loans was 2.2 per cent. The Group’s loan portfolio may be adversely impacted by the continuing geo-political risks and wider macro-economic factors, which may increase the proportion of the Group’s loan portfolio designated as NPEs. Furthermore, the Group’s ability to reduce the level of its NPEs is dependent on its ability to restructure and/or rehabilitate these loans in addition to its early engagement activities for early arrears cases or loans experiencing potential financial distress. The willingness and ability of delinquent or defaulting borrowers to agree to a voluntary restructuring of their loans is materially dependent on the stability of the global economy, particularly the Irish economy, the key overseas markets in which the Group operates and the real estate market, and an effective and efficient regulatory insolvency and foreclosure process in Ireland (e.g. requirements of the Code of Conduct on Mortgage Arrears, insolvency legislation, court processes and bankruptcy proceedings, none of which are factors within the Group’s control).”

- (e) *Amendment of Risk Factor “Downgrades to the Irish sovereign’s credit ratings, BOI’s credit ratings or BOIG’s credit ratings or their outlooks could impair the Group’s access to private sector funding, trigger additional collateral requirements and weaken its financial position”*

The first, third and fourth paragraphs of the Risk Factor “Downgrades to the Irish sovereign’s credit ratings, BOI’s credit ratings or BOIG’s credit ratings or their outlooks could impair the Group’s access to private sector funding, trigger additional collateral requirements and weaken its financial position” on pages 28 and 29 of the Base Prospectus and the Base Listing Particulars shall be amended and updated to read as follows respectively:

“As at 25 March 2026, the long-term / short-term sovereign credit ratings for Ireland were: “AA+ (Stable)” / “A-1+” from S&P Global Ratings Europe Limited (“S&P”); “Aa3 (Positive)” / “P-1” from Moody’s France S.A.S; “AA (Stable)” / “F1+” from Fitch Ratings Ireland Limited (“Fitch”); “AA (Stable)” / “a-1+” from Rating and Investment Information, Inc. (“R&I”); “AA (Stable)” / “K1+” from KBRA (Source: National Treasury Management Agency website); and “AA (Stable trend)” / “R-1 (high)” from DBRS Ratings GmbH (“DBRS”) (Source: DBRS Morningstar website). S&P, Moody’s France S.A.S., Fitch and DBRS are established in the EU and are registered under the CRA Regulation. Moody’s (as defined below) is established in the UK and is registered under Regulation (EU) No 1060/2009 as it forms part of domestic law of the UK by virtue of the EUWA (the “UK CRA Regulation”). R&I is not established in the EU and is not registered under the CRA Regulation.

As at 25 March 2026:

- the long-term / short-term senior unsecured credit ratings for BOI were: “Aa3 (Stable)” / “Prime-1” from Moody’s Investors Services Limited (“Moody’s”); and “A (Stable)” / “F1” from Fitch; and
- the long-term / short-term senior unsecured credit ratings for BOIG were: “A2 (Stable)” from Moody’s; and “A- (Stable)” / “F2” from Fitch.

The rating issued by Moody’s has been endorsed by Moody’s Deutschland GmbH in accordance with the CRA Regulation. The rating issued by Fitch has been endorsed by Fitch Ratings Limited in accordance with the UK CRA Regulation.”

- (f) *Amendment of Risk Factor “Lack of liquidity to fund the Group’s business activities could have an adverse impact”*

The fifth paragraph of the Risk Factor “*Lack of liquidity to fund the Group’s business activities could have an adverse impact*” on pages 29 and 30 of the Base Prospectus and the Base Listing Particulars shall be amended and updated to read as follows:

“The Group’s use of wholesale funding was €9.2 billion as at 31 December 2025, representing c. 8 per cent. of its funding base. Notwithstanding the relatively low quantum of wholesale funding required by the Group, if wholesale markets remained closed for an extended or prolonged period, or if there was a significant reduction in investor demand for the Group’s wholesale funding issuance, or a significant increase in the acquisition cost of wholesale funding, this may have an adverse impact on the liquidity and profit and loss position of the Group and may result in reliance by the Group on funding from Monetary Authorities.”

- (g) *Amendment of Risk Factor “Changes in taxation rates, legislation or practice may lead to adverse consequences for the Group”*

The Risk Factor “*Changes in taxation rates, legislation or practice may lead to adverse consequences for the Group*” on page 35 of the Base Prospectus and the Base Listing Particulars, shall be supplemented and updated by replacing the eighth paragraph of that Risk Factor with the following:

“The Group is subject to the Irish bank levy established under section 126AB of the Stamp Duties Consolidation Act 1999, which applies to certain financial institutions that received State support during the financial crisis. The levy was initially payable for the year 2024 only. The Finance Act 2024 provided for it to be extended to 2025 and the Finance Act 2025 provided it to be extended to 2026. The annual levy paid by the Group in 2025 was €85 million.

As was the case for 2024 and 2025, the target exchequer yield from the bank levy for 2026 is €200 million. Following a change in methodology introduced by Finance (No. 2) Act 2023, the levy for 2026 will be calculated as a stamp duty at a rate of 0.1025% on the total value of relevant deposits held as at 31 December 2024.”

- (h) *Amendment of Risk Factor “Changes in financial reporting standards or policies could materially adversely affect the Group’s reported results of operations and financial condition and may have a material adverse effect on capital ratios”*

In the second paragraph of the Risk Factor on page 36, the sentence “The standard has not yet been adopted by the EU.” shall be deleted.

### **3. AMENDMENT OF DESCRIPTION OF BOIG AND THE GROUP**

- (a) *Amendment to “Financial Highlights of the BOIG Group” section*

The “*Financial Highlights of the BOIG Group*” section on pages 146 and 147 of the Base Prospectus and the Base Listing Particulars shall be amended and updated to read as follows:

“The financial information set forth below as at and for the year ended 31 December 2025 and the year ended 31 December 2024 has been extracted without material adjustment from the consolidated financial statements of BOIG, except where noted below.

	<i>Twelve months ended 31 December 2025 (audited)</i>	<i>Twelve months ended 31 December 2024 (audited)</i>
	<i>IFRS €m</i>	<i>IFRS €m</i>
<b>Income statement</b>		
Profit before tax	1,393	1,855
Profit after tax	1,201	1,531
Earnings per unit of €1.00 ordinary share (€ cent)	114.8c	141.9c
<b>Balance sheet</b>		
Non-controlling interests	3	3
Subordinated liabilities	1,848	1,853
Total equity	12,920	13,009
Total assets	164,799	161,813
Net interest margin (on underlying basis) <i>(unaudited)</i>	2.68%	2.91%
Common Equity Tier 1 ratio – regulatory <sup>1</sup> <i>(unaudited)</i>	15.1%	14.6%

<sup>1</sup> Capital ratios have been presented including the benefit of the retained profit in the year. Under Article 26 (2) of the Capital Requirements Regulation, financial institutions may include independently verified interim profits in their regulatory capital only with the prior permission of the competent authority, namely the ECB, and such permission has been obtained. The capital ratios are calculated using unrounded risk weighted asset amounts.

The summary information above does not constitute the full financial statements of the Group, copies of which are required to be annexed to the Group’s annual return to the Registrar of Companies in Ireland. Copies of the financial statements in respect of the financial years ended on 31 December 2025 and 31 December 2024 have been incorporated by reference herein.”

(b) *Amendment to “Prudential Group Common Equity Tier 1 capital requirements / buffers” section*

The “Prudential Group Common Equity Tier 1 capital requirements / buffers” section on pages 147 to 148 of the Base Prospectus and the Base Listing Particulars shall be amended and updated to read as follows:

***“Prudential Group Common Equity Tier 1 capital requirements / buffers***

	<b>Set by</b>	<b>2024</b>	<b>2025</b>	<b>2026</b>
Pillar 1 – Common Equity Tier 1	CRR	4.50%	4.50%	4.50%
Pillar 2 Requirement	SSM	1.32%	1.35%	1.35%
Capital Conservation Buffer	CRD	2.50%	2.50%	2.50%
	Ireland (c.70% of RWA)	Central Bank	0.99%	1.05%
	UK (c.21% of RWA)	BOE <sup>1</sup>	0.46%	0.43%
	US and other (c.9% of RWA)	Fed <sup>2</sup> / Various	0.04%	0.05%
O-SII Buffer	Central Bank	1.50%	1.50%	1.50%
<b>Pro forma Minimum Common Equity Tier 1 Regulatory Requirements (Excluding Pillar 2 Guidance)</b>		<b>11.31%</b>	<b>11.38%</b>	<b>11.38%<sup>3</sup></b>

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<sup>1</sup> Bank of England's Financial Policy Committee

<sup>2</sup> Federal Reserve System of the United States

<sup>3</sup> Based on weighted RoI, UK and other CCyBs at 31 December 2025. The geographical split of RWAs may change during the year

The table above sets out the Group's Common Equity Tier 1 capital requirements for 2024 to 2026 and the authorities responsible for setting those requirements. The Group is required to maintain a CET1 ratio of 11.38 per cent. on a regulatory basis as at 31 December 2025. This includes a Pillar 1 requirement of 4.50 per cent., a CET1 Pillar 2 requirement (P2R) of 1.35 per cent., a Capital Conservation Buffer (CCB) of 2.50 per cent., an Other Systemically Important Institutions (O-SII) Buffer of 1.50 per cent. and a Countercyclical Capital Buffer ("CCyB") of 1.53 per cent. The CCyBs are independently set in each country by the relevant designated authority. The Central Bank has advised that the Group is required to maintain an O-SII buffer of 1.50 per cent. subject to annual review by the Central Bank.

The Group expects to maintain regulatory capital ratios significantly in excess of minimum regulatory requirements."

(c) *Amendment to "Recent Developments" section*

The "Recent Developments" section on pages 148 and 149 of the Base Prospectus and the Base Listing Particulars shall be amended and updated to read as follows:

"Mr Enda Johnson departed the Group in December 2024 after successfully serving as Chief Strategy and Transformation Officer since early 2022. Mr Rhys Kiff joined as Chief Risk Officer and as a member of the Group Executive Committee in January 2025. In April 2025 Mr Billy O'Connell joined the Group as Chief Strategy Officer and member of the Group Executive Committee.

The Group announced its annual results in respect of the 12 months ended 31 December 2024 on 24 February 2025. The announcement updated the market on the Group's financial performance and profitability; the Group's proposed distribution of €1.22 billion, comprising a proposed ordinary dividend of €630 million (41 per cent. payout, equivalent to a dividend per share of 63 cents) and a €590 million additional distribution via approved share buyback; the Group's loan asset quality and loan loss impairment charges; and the Group's strategic progress during 2024. The Group also provided an update on its positive outlook to 2027, targeting an adjusted Return on Tangible Equity of above 17 per cent. in 2027 supported by a positive macroeconomic backdrop, balance sheet and income growth, and cost efficiency. This outlook translates to continued strong levels of capital generation over 2025 to 2027 supporting growth, investment, and shareholder returns.

On 11 April 2025, the Group announced that Ms Eileen Fitzpatrick would retire as an Independent Non-Executive Director at the 22 May 2025 Annual General Meeting.

On 2 May 2025, the Group released its interim management statement and trading update for Q1 2025. The announcement updated the market on the Group's financial performance and strategic progress during Q1 2025 noting that that the Group's performance in Q1 was in line with expectations and 2025 guidance remains unchanged.

Ms Niamh Marshall was appointed as an Independent Non-Executive Director to the Board of Bank of Ireland Group plc and the Court of Directors of The Governor and Company of the Bank of Ireland with effect from 23 June 2025. Ms Marshall also joined the Group Audit and Risk Committees.

Also in June 2025, Ms Michele Greene, who has served as an Independent Non-Executive Director since 2019, was appointed Deputy Chair and Senior Non-Executive Director.

Ms Emer Finnan was appointed as an Independent Non-Executive Director to the Board of Bank of Ireland Group plc and the Court of Directors of The Governor and Company of the Bank of Ireland with effect from 9 July 2025. Ms Finnan also joined the Group Audit and Risk Committees.

The Group announced its interim results in respect of the six months ended 30 June 2025 on 29 July 2025, and the unaudited consolidated financial statements are incorporated by reference in this Prospectus. The announcement updated the market on the Group's financial performance; loan asset quality; the Group's capital and distributions; and a reiteration of the Group's medium-term outlook. The Group also provided updated full-year 2025 guidance as follows: net interest income of c.€3.3 billion (previous guidance: >€3.25 billion); impairments of c.30bps (previous guidance: low-to-mid 20bps); and non-core items for the second half of 2025 now expected to be broadly similar to the first half at €83 million (previous guidance: €100-125 million for full-year 2025). All other full-year 2025 guidance was reaffirmed.

Mr Hans van der Noordaa was appointed as an Independent Non-Executive Director to the Board of Bank of Ireland Group plc and the Court of Directors of The Governor and Company of the Bank of Ireland with effect from 10 October 2025.

On 22 October 2025, the Group announced that the share buyback programme announced in February 2025 had successfully completed. Over the course of the programme, BOIG has repurchased 50,742,039 ordinary shares for cancellation at a volume weighted average price of €11.6098 per share for a total consideration of c. €590 million.

On 29 October 2025, the Group released an interim management statement on its performance to 30 September 2025. The Group reported strong momentum and business performance as it nears the end of its current three-year strategy, with growth in Irish loans, deposits and assets under management, alongside disciplined cost control and high levels of capital generation. All full-year 2025 guidance was unchanged, other than an upgrade for net interest income guidance (to >€3.3 billion from c.€3.3 billion previously), and the estimated UK motor finance impacts that were set out in the RNS of 20 October 2025. The Group retains its positive outlook to 2026 and beyond.

The appointment of Ms Michelle McGreal as the new Group Chief Internal Auditor, succeeding Steve Sanders, was announced in November 2025. Mr Oliver Wall stepped down as Chief of Staff and as a member of the Group Executive Committee in December 2025. Ms Sarah McLaughlin, who has been Group Company Secretary and Head of Compliance since September 2019, has also assumed the role of Chief of Staff. Mr Matt Elliott has also recently announced his intention to step down as Chief People Officer.

On 17 February 2026, the Group announced that it had recently completed a strategic review of its US Leveraged Acquisition Finance (US LAF) business and has decided to exit the business, in line with its disciplined approach to capital allocation. The loan book (Dec 25: €1.2bn, with FY25 average of c.€1.6bn) is expected to run down over the next c.3 years. The capital held (c.30bps CET1) will be reinvested appropriately to secure long-term value for the Group and its shareholders. In 2025, US LAF contributed c.€70m of net interest income and c.€11m of direct costs.

On 2 March 2026, the Group announced its annual results in respect of the twelve months ended 31 December 2025 and a strategy update to 2028. The announcement updated the market on the Group's financial performance and profitability; the Group's proposed distribution of €1.2 billion, comprising a €667 million ordinary dividend (70 cents per share) combined with a €530 million additional distribution via an approved share buyback (which commenced on 3 March 2026); the Group's loan asset quality and loan loss impairment charges; the Group's strategic progress during its 2023-2025 strategic cycle; and the Group's updated strategy and financial targets for 2026 to 2028. As at close of business on 20 March 2026, BOIG has repurchased, during 2026, an aggregate amount of 1,014,961 ordinary shares for cancellation at a volume weighted average price of €15.61 per share for a total consideration of €15.8 million.

Independent Non-Executive Directors Mr Richard Goulding will retire in March 2026 and Mr Ian Buchanan in April 2026, having served on the Board since 2017 and 2018 respectively."

(d) *Amendment to “Regulatory capital regime applicable to the Group” section*

The fourth, sixth, seventh, tenth and eleventh paragraphs in the “Regulatory capital regime applicable to the Group” section on page 150 of the Base Prospectus and the Base Listing Particulars shall be amended and updated to read as follows respectively:

“The Group was notified of the ECB’s final decision on the Group’s Own Funds Requirements applicable from 1 January 2026 following the 2025 SREP on 30 October 2025. The Pillar 2 requirement (“P2R”) of 2.40 per cent. for Total Capital and 1.35 per cent. for CET1 remain unchanged from 2025.

The UK CCyB is set at 2.0 per cent. This results in a UK CCyB requirement for the Group of c.0.43 per cent. as at 31 December 2025. The Irish CCyB is set at 1.5 per cent. This results in an Irish CCyB requirement for the the Group of c.1.05 per cent. as at 31 December 2025.

The Central Bank has advised that the Group is required to maintain an O-SII buffer of 1.5 per cent. subject to annual review by the Central Bank. The Group’s objective is to operate at a CET1 ratio of c.14.5 per cent. This includes meeting applicable regulatory capital requirements plus an appropriate management buffer.

The section above entitled “Prudential Group Common Equity Tier 1 capital requirements / buffers” sets out the Regulatory Group’s CET1 capital requirements for 2024 to 2026 and the CCyB and O-SII buffer applicable to the Group.

On 11 July 2019, the Irish Government agreed to introduce legislation to confer on the Central Bank the powers to activate the Systemic Risk Buffer at a future date. However, in June 2022 the Central Bank published its Framework for Macroprudential Capital. In this framework, the Central Bank reviewed its strategy for using different macroprudential buffers and indicated that under this updated strategy the Central Bank no longer intends to introduce a Systemic Risk Buffer to mitigate the risks relating to Ireland’s small, highly-globalised economy. Rather, these risks are now captured through the Central Bank’s strategy for the CCyB. The Systemic Risk Buffer remains part of the Central Bank’s macroprudential toolkit and is available should additional risks be identified as warranting mitigation via this instrument in the future.”

(e) *Amendment to “MREL requirements” section*

The third and fourth paragraphs of the “MREL requirements” section on pages 151 and 152 of the Base Prospectus and the Base Listing Particulars shall be amended and updated to read as follows respectively:

“The Group’s MREL requirements, to be met at 31 December 2025, were 28.56 per cent. on a RWAs basis and 7.56 per cent. on a leverage basis. The MREL RWAs requirement consists of a SRB target of 23.03 per cent. (based on the Group’s capital requirements at 31 December 2025) and the Group’s Combined Buffer Requirement (“CBR”) of 5.53 per cent. on 31 December 2025 (comprising the Capital Conservation Buffer of 2.50 per cent., and an O-SII buffer of 1.5 per cent. and a CCyB of 1.53 per cent.).

The SRB target is subject to annual review, while the CBR is dynamic, updating as changes in capital requirements become effective. The Group’s MREL position as at 31 December 2025 was 31.6 per cent. On a RWA basis and 12.6 per cent. on a leverage basis. The Group expects to maintain a buffer over its MREL requirements.”

#### 4. **AMENDMENT OF DESCRIPTION OF BOI**

(a) *Amendment to “General” section*

The second paragraph of the “General” section on page 153 of the Base Prospectus and the Base Listing Particulars shall be amended and updated to read as follows:

“BOI was established as a chartered corporation by an Act of the Irish Parliament of 1781/2 and by a Royal Charter of King George III in 1783. The Group is one of the largest financial services groups in Ireland with total assets of €165 billion at 31 December 2025. The address of the registered office of BOI is 2 College Green, Dublin D02 VR66, Ireland. BOI’s telephone number is + 353 1 637 8000.”

(b) *Amendment to “Operating Segments” section*

The third and fifth paragraphs of the “*Operating Segments*” section on page 153 of the Base Prospectus and the Base Listing Particulars shall be amended and updated to read as follows respectively:

*“Wealth and Insurance*

Wealth and Insurance includes the Group’s life assurance subsidiary (NIAC) and Davy, Ireland’s leading provider of wealth management and capital markets services. NIAC distributes protection, investment and pension products to the Irish market, across three core channels made up of the Group’s distribution channels, independent financial brokers and its own financial advisor network, as well as corporate partners.

*Corporate and Commercial*

The Corporate and Commercial division provides a full range of lending, banking and treasury risk management services to the Group’s national and international corporate and business customers, many of which are at the heart of the Irish economy. Our relationship teams are based across Ireland and the UK, in addition to niche international businesses. Teams have a wealth of experience across a broad range of segments and sectors, including corporate and business banking, commercial real estate, acquisition finance, foreign direct investment and treasury solutions.”

(c) *Amendment to “Financial Highlights of the BOI Group” section*

The text of the “*Financial Highlights of the BOI Group*” section on pages 157 and 158 of the Base Prospectus and the Base Listing Particulars shall be amended and updated to read as follows:

“The financial information set forth below as at and for the year ended 31 December 2025 and the year ended 31 December 2024 has been extracted without material adjustment from the consolidated financial statements of BOI, except where noted below.

***Financial information of BOI***

	<b><i>Twelve months ended 31 December 2025</i></b>	<b><i>Twelve months ended 31 December 2024</i></b>
	<i>(audited)</i>	<i>(audited)</i>
	<b><i>IFRS €m</i></b>	<b><i>IFRS €m</i></b>
<b>Income statement</b>		
Profit before tax	1,373	1,826
Profit after tax	1,184	1,506
<b>Balance sheet</b>		
Non-controlling interests	0	0
Subordinated liabilities	1,851	1,857
Total equity	12,843	12,721
Total assets	164,801	161,831

The summary information above does not constitute the full financial statements of the BOI Group, copies of which are required to be annexed to the BOI Group’s annual return to the Registrar of Companies in Ireland. Copies of the financial statements in respect of the financial years ended on 31 December 2025 and 31 December 2024 have been incorporated by reference herein.”

## 5. AMENDMENT OF DOCUMENTS AVAILABLE SECTION

Sub-paragraphs (iii) and (v) in the “*Documents Available*” section on page 172 of the Base Prospectus and the Base Listing Particulars shall be amended and updated to read as follows respectively:

(iii) “the annual report including the audited consolidated financial statements of BOI in respect of the financial years ended 31 December 2024 (<https://investorrelations.bankofireland.com/app/uploads/Annual-Report-GovCo-2024-Web.pdf>) and 31 December 2025 (<https://investorrelations.bankofireland.com/app/uploads/Annual-Report-GovCo-2025-WEB-high-res.pdf>);

(v) the annual report including the audited consolidated financial statements of BOIG in respect of the financial years ended 31 December 2024 (<https://investorrelations.bankofireland.com/app/uploads/Annual-Report-HoldCo-2024-Web.pdf>) and 31 December 2025 (<https://investorrelations.bankofireland.com/app/uploads/Annual-Report-HoldCo-2025-WEB.pdf>);”

## 6. AMENDMENT OF SIGNIFICANT/MATERIAL CHANGE STATEMENTS

The “*Significant or Material Change*” section on page 173 of the Base Prospectus and the Base Listing Particulars shall be amended and updated to read as follows:

“Save as disclosed in the section of this Prospectus entitled “*Description of BOIG and the Group – Recent Developments*”, there has been no significant change in the financial performance or financial position of the BOI Group taken as a whole since 31 December 2025 and no material adverse change in the prospects of BOI since 31 December 2025.

Save as disclosed in the section of this Prospectus entitled “*Description of BOIG and the Group – Recent Developments*”, there has been no significant change in the financial performance or financial position of the BOIG Group taken as a whole since 31 December 2025 and no material adverse change in the prospects of BOIG since 31 December 2025.”

## GENERAL

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus and the Base Listing Particulars by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus and the Base 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 Base Prospectus and the Base Listing Particulars has arisen since the publication of the Base Prospectus and the Base 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 current Base Listing Particulars in relation to the Programme, together with any amendments or supplements thereto (including this Supplement) and (ii) any documents incorporated therein by reference can be obtained by visiting the Issuers’ website at <http://investorrelations.bankofireland.com/>.