THIRD SUPPLEMENT DATED 14 SEPTEMBER 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 and the second supplement dated 25 March 2026 (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 and the second supplement dated 25 March 2026 (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. make amendments to the "*Taxation*" section;

6. update the documents to be made available in the "*General Information – Documents Available*" section; and

7. update the significant and material change statements made in the "*General Information - Significant or Material Change*" section.

1. ADDITIONAL INFORMATION INCORPORATED BY REFERENCE

On 31 July 2026 BOIG published its unaudited consolidated interim financial statements for the six months ended 30 June 2026, including the notes thereto and the independent review report in connection therewith by KPMG, as set out on pages 40 to 113 of BOIG's Interim Report for the six months ended 30 June 2026. On 29 May 2026, BOIG Group published its 'Year end Pillar 3 Disclosures (Non Remuneration) - 31 December 2025'. 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/BoIG-Interim-Report-2026-web.pdf and https://investorrelations.bankofireland.com/app/uploads/Pillar-3-Non-Remuneration-Disclosures-31-December-2025-Group.pdf.

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 "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 30 June 2026, the Group had recognised impairment loss allowances of €1.1 billion and had NPEs of €1.7 billion and the Group's NPE ratio to gross loans was 2.0 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)."

(b) *Amendment of Risk Factor "The Group is subject to regulatory regimes which may require that it holds or raises additional capital and/or eligible liabilities or result in increased costs"*

The fourth paragraph of the Risk Factor "*The Group is subject to regulatory regimes which may require that it holds or raises additional capital and/or eligible liabilities or result in increased costs*" under the sub-heading "*Introduction of Basel IV*" on page 26 of the Base Prospectus and the Base Listing Particulars shall be amended and updated to replace the last sentence with the following text:

"The cost of complying with the phased introduction of these measures and ancillary matters may have an impact on the Group's operations, structure, costs and capital and funding requirements."

(c) *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 and third 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 14 September 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"); "Aa2 (Positive)" / "P-1" from Moody's France S.A.S; "AA (Stable)" / "F1+" from Fitch Ratings Ireland Limited ("Fitch"); "AA (Positive)" / "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 14 September 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)" / "F1" 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."

(d) *Amendment of Risk Factor "Lack of liquidity to fund the Group's business activities could have an adverse impact"*

The second, third and fifth paragraphs 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 respectively:

"Any increases in the cost of such funding (relative to interest earned on assets) could adversely affect the Group's margins and results of operations, and a lack of, or decrease in, the availability of such retail and corporate deposit funding could restrict the Group's ability to fund its balance sheet and could constrain new lending which could in turn negatively impact the Group's future growth."

"Furthermore, any factors which result in significant withdrawals of deposits, such as the impact of flows to competitors on deposit volumes and/or a serious loss of confidence by retail depositors would have a significant impact on the Group's liquidity position. This could lead to the imposition of administrative actions or sanctions against the Group by its regulators and in an extreme scenario lead to a suspension or revocation of the Group's banking licence and could otherwise adversely impact the Group's ability to fund its business."

"The Group's use of wholesale funding was €9.5 billion as at 30 June 2026, 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."

(e) *Amendment of Risk Factor "The Group is exposed to litigation and regulatory investigation risk"*

The text of the Risk Factor "*The Group is exposed to litigation and regulatory investigation risk*" on page 34 of the Base Prospectus and the Base Listing Particulars shall be amended and updated to read as follows:

"The Group operates in a legal and regulatory environment that exposes it to potentially significant litigation and regulatory investigation and other risk. The Group is and may become involved in various disputes and legal proceedings, including litigation and regulatory investigations. Legal and regulatory actions which could give rise to such risks include actions under the Central Bank's Administrative Sanctions Procedure, and the regulatory procedures of other regulators of the Group, including UK and European regulators, or in respect of competition law or data protection legislation including the General Data Protection Regulation (EU Regulation 2016/679/EU) (known as the "**GDPR**").

The Group's UK motor finance business, similar to industry peers, has continued to receive a number of complaints and county court claims in respect of its historical use of commission arrangements. In January 2024, the UK Financial Conduct Authority ("**FCA**") commenced a review of historical motor finance commission arrangements and sales across several firms (the "**FCA Review**"). The FCA then paused the handling of these complaints, originally until September 2024, subsequently extended to 4 December 2025.

The FCA prohibited the use of Discretionary Commission Arrangements ("**DCAs**") from January 2021, which the Group's UK motor finance business has adhered to. The Group believes that its historical practices were compliant with previous legal authorities and regulations in place at the time and continues to engage with the current FCA Review.

On 25 October 2024, the UK Court of Appeal published its combined judgment on three cases relating to other lenders (*Wrench*, *Johnson* and *Hopcraft*), on disclosure of dealer commissions on historical motor finance transactions. The UK Court of Appeal decided that, based upon the facts of those cases, motor dealers acting as credit brokers owe certain duties to their customers and set a higher bar for the disclosure of and consent to the existence, nature, and amount of commission paid to dealers than that required by current FCA rules, or regulatory requirements in force at the time of the cases in question. The lenders involved in the cases appealed this decision to the UK Supreme Court, which handed down its judgment on 1 August 2025. The UK Supreme Court judgment overturned the Court of Appeal's decision in relation to fiduciary duties and bribery by determining that motor dealers acting as credit brokers do not owe fiduciary duties to their customers and that the payment of commission in this context could not constitute a bribe. In one of the cases before it (*Johnson*), the UK Supreme Court considered whether an unfair relationship had arisen between the lender and the borrower for the purposes of the Consumer Credit Act 1974. The UK Supreme Court confirmed that the test for unfairness was highly fact-sensitive and required consideration of all relevant matters. It determined that there was unfairness in the case of Mr Johnson and awarded a refund of the commission paid plus interest at a commercial rate to remedy that unfairness.

Following the Supreme Court's judgment, the FCA carried out a consultation on an industry-wide redress scheme to compensate motor finance customers who were treated unfairly. On 20 March 2026, the FCA published its Policy Statement relating to the FCA's motor finance consumer redress scheme (the "**FCA Scheme**").

In line with the requirements of IAS 37, the Group recognised a provision of €172 million as at 31 December 2024, which was updated to €419 million as at 31 December 2025. The provision represents the Group's best estimate of the redress and compensation payable to impacted customers, along with program costs that may be incurred by the Group in connection with the FCA Scheme. It includes estimates for the number of impacted customers, opt-in rates and operational costs. This remains subject to ongoing analysis and review of the FCA Scheme and the provision will continue to be reviewed for any further information that becomes available, including with regard to actual customer opt-in rates and any further legal, regulatory or industry developments. However, given these recent developments and the highlighted significant uncertainties, it is possible that the ultimate financial impact in future periods could materially differ from the current amount the Group has provided.

Disputes, legal proceedings, regulatory investigations and administrative sanctions proceedings are subject to many uncertainties, and their outcomes are often difficult to predict. Any such disputes, proceedings and/or investigations can have adverse effects on the Group, including negative publicity, loss of revenue, litigation, fines, higher scrutiny and/or intervention from regulators, regulatory or legislative action, and loss of existing or potential client business which in turn could have an adverse effect on the Group's business, results of operations, financial condition and/or prospects."

(f) *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 fifth paragraph of that Risk Factor with the following:

"Changes in Irish or UK taxation may also arise from the ongoing OECD Base Erosion and Profits Shifting ("**BEPS**") project, currently at the phase of BEPS 2.0, and EU anti-tax avoidance proposals. Most recently, Ireland, the Group's primary operating jurisdiction, enacted Pillar Two legislation with effect from 1 January 2024. The rules remain subject to continuing international and domestic guidance, interpretation and potential legislative amendments, which may affect their application to the Group and may have an adverse impact on the Group's financial position."

(g) *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"*

The 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*" on pages 36 and 37 of the Base Prospectus and the Base Listing Particulars, shall be supplemented and updated by replacing the existing text of that Risk Factor with the following:

"The Group prepares its financial statements in accordance with International Financial Reporting Standards ("**IFRS**") as adopted by the EU and with those parts of the Companies Act 2014 (No.38 of 2014) of Ireland, as amended (the "**Companies Act**") as applicable to companies reporting under IFRS and with the European Union (Credit Institution: Financial Statements) Regulations, 2015 and, accordingly, from time to time the Group is required to adopt new or revised accounting standards as adopted by the EU.

The IASB issued amendments to IFRS 9 *Financial Instruments* and IFRS 7 *Financial Instruments: Disclosures*, regarding the classification and measurement of financial instruments, in May 2024, which were effective for the Group from 1 January 2026. The amendments:

- provide guidance on the assessment of whether contractual cash flows are consistent with a basic lending arrangement. This aspect of the amendments is primarily to address stakeholder concerns on the classification of financial assets with environmental, social and corporate governance (ESG) and similar features;
- clarify that a financial asset has non-recourse features if an entity's ultimate right to receive cash flows is contractually limited to the cash flows generated by specified assets;
- clarify the date of recognition and derecognition of some financial assets and liabilities with a new exception for some financial liabilities settled through an electronic cash transfer system; and
- add new disclosures for certain instruments with contractual terms that can change cash flows and update disclosures for equity instruments designated at fair value through other comprehensive income (FVOCI).

As a result of the adoption of an IFRS 9 amendment, items in the course of collection arising from loans and advances have been restated as loans and advances as they do not meet the derecognition criteria of IFRS 9. These amounts are shown separately as 'Items in the course of collection arising from loans and advances' and are included in other financial assets for the purpose of the disclosures on financial risk management.

The International Accounting Standards Board ("**IASB**") issued IFRS 18 *Presentation and Disclosure in Financial Statements* in April 2024. IFRS 18 aims to improve financial reporting by:

- requiring additional defined subtotals in the statement of profit or loss;

- requiring disclosures about management-defined performance measures; and
- adding new principles for grouping (aggregation and disaggregation) of information.

IFRS 18 will replace IAS 1 Presentation of Financial Statements and is effective for financial periods beginning on or after 1 January 2027. The amendments were endorsed on 13 February 2026.

The implementation of these amendments and/or any other new or amended accounting standards, policies or practices could have an adverse effect on the Group's business, results of operations, financial condition and/or prospects and may have a corresponding adverse effect on its capital ratios."

(h) Amendment of Risk Factor "EU proposal on depositor preference"

The Risk Factor "*EU proposal on depositor preference*" on page 42 of the Base Prospectus and the Base Listing Particulars, shall be supplemented and updated by replacing the first paragraph of that Risk Factor with the following:

"On 20 April 2026, the final legislative texts implementing the EU's Crisis Management and Deposit Insurance (CMDI) reform package were published. This includes a Directive (BRRD3) amending the BRRD, including, among other things, the amendment of the ranking of claims in insolvency to provide for a general depositor preference, pursuant to which the insolvency laws of Members States would be required by BRRD3 to extend the legal preference of claims in respect of deposits relative to ordinary unsecured claims to all deposits not currently preferred under BRRD, subject to exclusions for deposits taken by a credit institution for MREL compliance purposes and certain other non-eligible deposits ("**non-preferred deposits**"). The implementation of this proposal is subject to adoption into EU Member State laws, but if it is implemented in its current form, this would mean that the Senior Preferred Notes issued by BOI will rank junior to the claims of all depositors of BOI except non-preferred deposits. This preference would include deposits of large corporates and certain other deposits that are not currently given priority over ordinary unsecured claims in respect of BOI. Such deposits would, therefore, no longer absorb losses *pari passu* with the Senior Preferred Notes issued by BOI in the event of a winding-up or resolution of BOI. Accordingly, this may increase the risk of losses being incurred by investors in the Senior Preferred Notes issued by BOI."

3. AMENDMENT OF DESCRIPTION OF BOIG AND THE GROUP

(a) Amendment to "Group Audit Committee" section

The "*Group Audit Committee*" section on pages 145 and 146 f the Base Prospectus and the Base Listing Particulars shall be amended and updated to replace reference to "Richard Goulding" with "Niamh Marshall".

(b) 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 six months ended 30 June 2026, 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.

	Six months ended 30 June 2026 *(unaudited)*	***Twelve months ended 31 December 2025*** *(audited)*	***Twelve months ended 31 December 2024*** *(audited)*
	IFRS	***IFRS***	***IFRS***

	€m	€m	€m
Income statement			
Profit before tax	960	1,393	1,855
Profit after tax	783	1,201	1,531
Earnings per unit of €1.00 ordinary share (€ cent)	78.4c	114.8c	141.9c
Balance sheet			
Non-controlling interests	3	3	3
Subordinated liabilities	1,841	1,848	1,853
Total equity	13,020	12,920	13,009
Total assets	168,595	164,799	161,813
Net interest margin (on underlying basis) (*unaudited*)	2.68%	2.68%	2.91%
Common Equity Tier 1 ratio – regulatory[1] (*unaudited*)	15.5%	15.1%	14.6%

[1] *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 periods ended on 30 June 2026, 31 December 2025 and 31 December 2024 have been incorporated by reference herein."

(c) *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

		Set by	2025	2026
Pillar 1 – Common Equity Tier 1		CRR	4.50%	4.50%
Pillar 2 Requirement		SSM	1.35%	1.35%
Capital Conservation Buffer		CRD	2.50%	2.50%
	Ireland (c.68% of RWA)	Central Bank	1.05%	1.02%
CCyB	UK (c.24% of RWA)	BOE[1]	0.43%	0.47%
	US and other (c.8% of RWA)	Fed[2] / Various	0.05%	0.05%
O-SII Buffer		Central Bank	1.50%	1.50%
Pro forma Minimum Common Equity Tier 1 Regulatory Requirements (Excluding Pillar 2 Guidance)			**11.38%**	**11.39%**[3]

[1] *Bank of England's Financial Policy Committee*

[2] *Federal Reserve System of the United States*

[3] *Based on weighted RoI, UK and other CCyBs at 30 June 2026. 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 2025 and 2026 and the authorities responsible for setting those requirements. The Group is required to maintain a CET1 ratio of 11.39 per cent. on a regulatory basis as at 30 June 2026. 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 1.54 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."

(d) 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 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 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 11 September 2026, BOIG has repurchased, during 2026, an aggregate amount of 20,437,543 ordinary shares for cancellation at a volume weighted average price of €17.9155 per share for a total consideration of c.€366 million.

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

Mr Pascal Boillat 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 July 2026.

On 29 July the Group announced the appointment of Mr James Magill as its next Chief People Officer. Mr Magill will take up this role in November 2026 and also become a member of the Group Executive Committee.

The Group announced its interim results in respect of the six months ended 30 June 2026 on 31 July 2026, 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 reiterated the Group's positive outlook to 2028 and beyond. The Group announced an interim dividend of €373m, equating to an increase of 56% in dividend per share, representing a payout ratio of c.50% of attributable profit. The Group also provided updated full-year 2026 guidance as follows: net interest income of c.€3.5 billion (prior guidance: c.€3.4 billion); cost of risk in the mid-to-high teens bps (prior guidance: low-to-mid 20bps); statutory ROTE of >14% (prior guidance: c.12.5%); EPS growth anticipated at >35% (FY25 115c); capital generation of c.270bps (prior guidance: c.250bps) with c.25% for RWA investment. All other full-year 2026 guidance was reaffirmed.

Independent Non-Executive Director Steve Pateman will retire on 31 December 2026, having served on the Board since September 2018."

(e) *Amendment to "2025 EU-Wide Stress Test" section*

The "*2025 EU-Wide Stress Test*" section on page 149 of the Base Prospectus and the Base Listing Particulars shall be supplemented and updated by replacing the fifth paragraph of that Risk Factor with the following:

"In the stress test, two scenarios were run: a baseline scenario, and an adverse scenario which assumed a severe economic downturn. In the baseline scenario the Group maintains a fully-loaded CET1 ratio of 19.5 per cent. in 2027. In the adverse scenario, the Group's fully-loaded CET1 ratio decreases to 13.7 per cent. in 2027, materially above the Group's current CET1 capital requirement of 11.39 per cent."

(f) *Addition of "2026 SSM Geopolitical Risk Reverse Stress Test" section*

The "*2025 EU-Wide Stress Test*" section on page 149 of the Base Prospectus and the Base Listing Particulars shall be supplemented and updated by inserting the following text after the existing text:

"2026 SSM Geopolitical Risk Reverse Stress Test

Bank of Ireland was subject to the 2026 SSM Geopolitical Risk Reverse Stress Test. The main objective of the 2026 SSM thematic stress test was to induce banks to consider how geopolitical events could affect their solvency and liquidity positions. The Geopolitical Risk Reverse Stress Test did not contain a pass/fail threshold and instead is used to assesses banks' vulnerability to severe geopolitical shocks, with geopolitical risk noted as a key supervisory priority for the SSM for the period 2025–2027.

In the reverse stress test, the ECB provided banks with a pre-defined capital depletion target and then asked each bank to generate its own geopolitical risk scenario to achieve that target. The exercise is therefore fundamentally different from, and not comparable with, the biennial EU-wide solvency stress tests carried out in collaboration with the European Banking Authority (EBA) as noted above.

The overall assessment for the Group was that the Group's approach was reasonable and relevant, that capital impacts were considered credible and in line with the exercise requirements with key items for further focus related to scenario calibration and liquidity outcomes."

(g) Amendment to "Regulatory capital regime applicable to the Group" section

The sixth and tenth paragraphs in the "*Regulatory capital regime applicable to the Group*" section on pages 149 and 150 of the Base Prospectus and the Base Listing Particulars shall be amended and updated to read as follows respectively:

"The UK CCyB is set at 2.0 per cent. This results in a UK CCyB requirement for the Group of c.0.47 per cent. as at 30 June 2026. The Irish CCyB is set at 1.5 per cent. This results in an Irish CCyB requirement for the Group of c.1.02 per cent. as at 30 June 2026."

"The section above entitled "Prudential Group Common Equity Tier 1 capital requirements / buffers" sets out the Regulatory Group's CET1 capital requirements for 2025 and 2026 and the CCyB and O-SII buffer applicable to the Group."

(h) 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 30 June 2026, were 28.57 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 30 June 2026) and the Group's Combined Buffer Requirement ("CBR") of 5.54 per cent. on 30 June 2026 (comprising the Capital Conservation Buffer of 2.50 per cent., and an O-SII buffer of 1.5 per cent. and a CCyB of 1.54 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 30 June 2026 was 33.0 per cent on a RWA basis and 13.3 per cent. on a leverage basis (32.3% and 13.0% excluding interim profits). The Group expects to maintain a buffer over its MREL requirements."

4. AMENDMENT OF DESCRIPTION OF BOI

(a) Amendment to "Court Audit Committee" section

The "*Court Audit Committee*" section on page 157 of the Base Prospectus and the Base Listing Particulars shall be amended and updated to replace reference to "Richard Goulding" with "Niamh Marshall".

5. AMENDMENT OF TAXATION

(a) Amendment to "The proposed financial transactions tax ("FTT")" section

The "*The proposed financial transactions tax ("FTT")*" section on pages 163 and 164 of the Base Prospectus and the Base Listing Particulars shall be amended and updated to replace the current text with the following:

"In 2013, the European Commission proposed a Directive to implement enhanced cooperation in the area of financial transaction tax. No agreement has been reached on that proposal and the European Commission indicated in its 2026 work programme an intention to withdraw it due to the lack of progress in the legislative process. Prospective holders should seek their own advice regarding any financial transaction taxes that may apply under the laws of individual jurisdictions."

(b) Amendment to "Common Reporting Standard (the "CRS")" section

The first paragraph of the "*Common Reporting Standard (the "CRS")*" section on pages 164 and 165 of the Base Prospectus and the Base Listing Particulars shall be amended and updated to add the following sentence at the end of the current paragraph:

"In addition, a new 'Consolidated text of the Common Reporting Standard (2025)' was published outlining updated CRS requirements that came into effect in January 2026."

6. AMENDMENT OF DOCUMENTS AVAILABLE SECTION

Sub-paragraph (vi) in the "*Documents Available*" section on pages 172 and 173 of the Base Prospectus and the Base Listing Particulars shall be amended and updated to read as follows:

"(vi) the interim report including the unaudited consolidated financial statements of BOIG for the six months ended 30 June 2026 (https://investorrelations.bankofireland.com/app/uploads/BoIG-Interim-Report-2026-web.pdf);"

7. 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 30 June 2026 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/.