

Bank of Ireland Group PLC

Notice of Annual General Meeting

To be held on
Thursday, 21 May 2026
at 11.00 a.m. (Irish time)

This document is important and requires your immediate attention. If you are in any doubt about the course of action to take, you should consult an appropriate independent professional adviser who, if you are taking advice in Ireland, is authorised or exempted pursuant to the European Union (Markets in Financial Instruments) Regulations 2017 (as amended) or the Investment Intermediaries Act 1995 (as amended), or, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000 (as amended), or if you are resident in a territory outside Ireland and the United Kingdom, another appropriately authorised independent professional adviser.

If you have sold or transferred all your shares in Bank of Ireland Group PLC, please forward this document and the accompanying Form of Proxy to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred part of your holding of shares in Bank of Ireland Group PLC, you should retain this document and the Form of Proxy and consult the stockbroker, bank or other agent through or by whom the transfer or sale was effected.

Notice of the Annual General Meeting (“**AGM**”) of Bank of Ireland Group PLC (the “**Company**”) is set out on pages 9 to 14 of this document.

Shareholders are entitled to appoint a proxy in respect of the AGM. The process for appointing a proxy and/or voting at the AGM will depend on the manner in which you hold your ordinary shares. Further information on the procedures to be followed in order to validly appoint a proxy are set out on pages 15 to 18 of this document.

In particular, persons who hold their interests in ordinary shares (“**Ordinary Shares**”) through participants account in the securities settlement system operated by Euroclear Bank SA/NV (“**Euroclear Bank**”) (the “**EB System**”) or as CREST Depository Interests (“**CDIs**”) through the CREST system (“**CREST**”) should consult with their custodian, stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the AGM through the respective systems.

To be valid, all proxy instructions (whether submitted directly by way of a completed Form of Proxy or electronically via www.eproxyappointment.com in the case of registered holders of Ordinary Shares, or through the EB System (in the case of Euroclear Bank participants) or through CREST (in the case of holders of CDIs)) must be submitted as soon as possible so as to reach the Registrar, Computershare Investor Services (Ireland) Limited, no later than 11.00 a.m. (Irish time) on Tuesday, 19 May 2026. However, persons holding interests in Ordinary Shares through the EB System or CREST will also need to comply with any additional voting deadlines imposed by their respective service offerings, as well as any additional deadlines set by their custodians, stockbrokers or other intermediaries. Again, all persons affected are recommended to consult with their custodian, stockbroker or other intermediary at the earliest opportunity.

Chairman's letter



16 April 2026

Dear Shareholder,

I enclose for your attention Notice of the Company's Annual General Meeting ("**AGM**"). I invite you to join me on Thursday, 21 May 2026 at The InterContinental Hotel, Simmonscourt Road, Dublin 4, D04 A9K8 at 11.00 a.m. (Irish time), with options to attend in-person or listen live by telephone. You will find the Notice convening the AGM on pages 9 to 14 of this document (the "**Notice of the AGM**").

Meeting Arrangements

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

Ireland:	01 582 2026
UK Direct:	+44 800 260 6471
International Direct:	+44 20 3481 4246
Passcode:	6576490#

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

Shareholders may also submit questions in advance of the AGM by email to agmquestions@boi.com or in writing to the Group Secretary, Bank of Ireland Group PLC, Baggot Plaza, 27 - 33 Upper Baggot Street, Dublin 4, D04 VX58. We will respond in writing directly to Shareholders and post a summary of the questions and responses on our website. We will also provide a verbal summary during the AGM.

The resolutions proposed at the AGM, along with my comments on the resolutions, are enclosed on pages 4 to 8 of this document and in the Notice of the AGM.

Ordinary Business

Resolution 1 proposes, following a review of the Company's affairs, to receive and consider the Company's Financial Statements for the year ended 31 December 2025, together with the Report of the Directors and the Auditor's Report.

Resolution 2 proposes to declare a final dividend of 45.00 cents per Ordinary Share for the year ended 31 December 2025, payable to Shareholders on the register of members at 5:00 p.m. (Irish time) on 24 April 2026 and to be paid on 9 June 2026.

Resolutions 3(a) to 3(j), which are proposed as separate resolutions, relate to the election and re-election of Directors.

In accordance with the UK and Irish Corporate Governance Codes, which recommend the annual re-election of Directors, all eligible Directors are retiring at the AGM.

Since the last AGM the Board has appointed Emer Finnan, Niamh Marshall and Hans van der Noordaa as Directors and they will offer themselves for election at the AGM. The following Directors, being eligible, are offering themselves for re-election: Akshaya Bhargava, Giles Andrews, Michele Greene, Myles O'Grady, Steve Pateman, Mark Spain, and Margaret Sweeney,

The performance of the Board is reviewed annually and, following evaluation, the Board has concluded that each Director standing for election or re-election continues to make a valued contribution to the deliberations of the Board, continues to be effective and demonstrates continued commitment to their role. A summary of the skills and experience brought by each Director to the Board is set out in the individual biographies available on the Company's website, www.bankofireland.com and at pages 56 to 59 of the 2025 Annual Report.

Resolution 4 proposes the continuation in office of KPMG as statutory auditor of the Company until the conclusion of the next AGM of the Company. This is an advisory non-binding resolution which is put to Shareholders as a matter of good corporate governance practice. KPMG's appointment as statutory auditor of the Company includes its role as assurer of the Company's consolidated sustainability reporting.

Resolution 5 proposes to authorise the Directors to fix the remuneration of the statutory auditor for the 2026 financial year. The remuneration of the statutory auditor will also include remuneration in respect of its role as assurer of the Company's consolidated sustainability reporting.

Resolutions 1, 2, 3, 4 and 5 are each proposed as ordinary resolutions.

Resolution 6, which is proposed as a special resolution, proposes to authorise the calling of an Extraordinary General Meeting on 14 days' notice for the passing of an ordinary resolution. A similar resolution was passed at the 2025 AGM and the additional flexibility afforded by this authority will only be used in limited and time sensitive circumstances where it would be to the advantage of Shareholders as a whole.

Special Business

Resolution 7 proposes, as a non-binding advisory ordinary resolution, that Shareholders receive and consider the 2025 Report on Directors' Remuneration, as set out in the 2025 Annual Report.

Resolution 8 is a special resolution proposing to authorise the Company, or any of its subsidiaries, to make market purchases of the Company's own Ordinary Shares up to a maximum of 95,078,247 Ordinary Shares, representing approximately 10% of issued Ordinary Shares as at 13 April 2026, being the latest practicable date prior to publication of this document (the "**Latest Practicable Date**").

Such authority would expire on the earlier of the AGM to be held in 2027 or 21 August 2027. Shares purchased by the Company may be cancelled or held in treasury pending cancellation or re-issue.

As announced on 2 March 2026, the Company commenced a €530 million share buyback programme on 3 March 2026. Without Shareholder approval of Resolution 8, the authority to repurchase shares will lapse at the AGM and the buyback programme will cease.

Any share purchases by the Company would be made only at a price level that the Directors consider to be in the best interest of Shareholders generally, having regard for the Company's overall financial position and regulatory capital obligations and requirements. In addition, the authority being sought will provide that the minimum price which may be paid for such Shares shall not be less than the nominal value of the Ordinary Shares and the maximum price shall be the higher of 105% of the average market price of such Ordinary Shares and the amount stipulated by Article 3(2) of Commission Delegated Regulation (EU) 2016/1052.

Resolution 9 is a special resolution to authorise the Company to re-issue treasury shares off-market at certain specified minimum and maximum prices. This authority will, if renewed, expire on the earlier of the date of the AGM to be held in 2027 or 21 August 2027.

Resolution 10 is proposed in accordance with Investment Association guidelines and proposes to authorise the Directors to issue new Ordinary Shares up to a maximum of 316,924,322 Ordinary Shares, representing approximately 33% of the issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date, subject to statutory pre-emption rights where applicable. Resolution 10 is proposed as an ordinary resolution. There are currently no plans to issue any Ordinary Shares on foot of this authorisation. Such authority would expire on the earlier of the AGM to be held in 2027 or 21 August 2027.

Resolution 11, which is proposed as a special resolution, is to authorise the Directors to allot Ordinary Shares for cash, without offering them first to the other Ordinary Shareholders, in accordance with the Pre-emption Group's Statement of Principles, which allow for an authority to issue shares for cash otherwise than in connection with a pre-emptive offer of 5% of the issued share capital, with a further 5% authority, supported in connection with an acquisition or specified capital investment.

The authority in Resolution 11 is limited to an allotment pursuant to a rights issue authorised under Resolution 10 and up to 47,539,123 Ordinary Shares, representing approximately 5% of the Company's issued Ordinary Shares (excluding treasury shares) as at the Latest Practicable Date, otherwise than in connection with an offer to Ordinary Shareholders in accordance with their pre-emption rights.

Resolution 12, which is proposed as a special resolution, authorises the disapplication of pre-emption rights in respect of an additional 47,539,123 Ordinary Shares (representing approximately 5% of the Company's issued Ordinary Shares (excluding treasury shares) as at the Latest Practicable Date) for the purposes of financing a transaction (or refinancing within twelve months of the transaction) which the Directors determine to be an acquisition or other capital investment contemplated by the Pre-emption Group's Statement of Principles (the "**PEG Principles**").

The authorities set out under Resolutions 11 and 12 would expire on the earlier of the AGM in 2027 or 21 August 2027. There are currently no plans to issue any Ordinary Shares on foot of these authorisations.

The PEG Principles, as updated on 4 November 2022, allow for an authority to issue shares for cash otherwise than in connection with a pre-emptive offer of approximately 10% of the issued share capital, with a further 10% authority supported in connection with an acquisition or specified capital investment and then an additional 2% in each case to be used only for the purposes of a "follow-on offer" to existing holders of securities not allocated shares under an issue made under either of the two abovementioned share issuances.

In respect of the authorities being sought under Resolutions 11 and 12, the Directors acknowledge the provisions of the most recent PEG Principles published in November 2022. Resolutions 11 and 12 reflect the template resolutions and the Directors confirm that the Company will follow the principles set out in the PEG Principles. However, the Board has retained the previous limits of 5% of the issued share capital of the Company (excluding treasury shares) in Resolutions 11 and 12, rather than the increased limit of 10% set out in the most recent PEG Principles, as the Directors believe that provides sufficient flexibility to the Company at this time.

Resolutions 13 and 14 propose to renew the Directors authority to issue Additional Tier 1 Contingent Equity Conversion Notes ("**AT1 ECNs**") and to allot Ordinary Shares issued upon conversion or exchange of AT1 ECNs without first offering them to existing Shareholders up to an aggregate of 142,617,371 Ordinary Shares of €1.00 each, which approximates to 15% of the issued Ordinary Shares of the Company (excluding treasury shares) as at the Latest Practicable Date.

Resolution 13 authorises the issue of AT1 ECNs and resulting Ordinary Shares and is proposed as an ordinary resolution. Resolution 14 authorises the disapplication of statutory pre-emption rights in respect of such issuances and is proposed as a special resolution.

The authority sought in Resolutions 13 and 14, which is in addition and separate to the authorities sought in Resolutions 10, 11 and 12, is consistent with the authority sought at the AGM in 2025. Such authority would expire on the earlier of the date of the AGM in 2027 or 21 August 2027.

Proposed UK De-Listing

Resolution 15 proposes the approval of the Proposed UK Delisting (as defined below) as a special resolution (the “**Proposed UK Delisting Resolution**”).

The Company maintains a primary listing of its Ordinary Shares on the Official List of the Main Market of Euronext Dublin and in the UK the Company’s Ordinary Shares are listed on the equity shares (commercial companies) category of the Official List maintained by the UK Financial Conduct Authority (“**FCA**”) and admitted to trading on the Main Market of the London Stock Exchange (“**LSE**”).

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

The FCA Listing Rules require that, if a company with a listing on the equity shares (commercial companies) category wishes to cancel its listing on the Official List, it must seek the approval of its shareholders. Accordingly, the Board has resolved to propose the Proposed UK Delisting Resolution at the AGM.

The Proposed UK Delisting will not affect the continued listing of the Ordinary Shares on the Main Market of Euronext Dublin. If the Proposed UK Delisting is approved, the Company will continue to be subject to the Euronext Dublin Listing Rules and the Irish Corporate Governance Code, with which it already voluntarily complies.

If the Proposed UK Delisting Resolution is passed, it is anticipated that:

- (a) the last day of dealings in the Ordinary Shares on the Main Market of the LSE will be 26 June 2026; and
- (b) cancellation of the listing of Ordinary Shares on the Official List will take effect on 29 June 2026, being not less than 20 business days (as defined in the FCA Listing Rules) from the date of the AGM.

These are indicative dates and subject to change. The cancellation of the listing of Ordinary Shares on the Official List will not take place earlier than 20 business days from the date of the AGM. Further information in relation to (including the background to, and reasons for) the Proposed UK Delisting and the reasons why the Board believes that the Proposed UK Delisting is in the best interests of Shareholders is set out in Appendix I to this document.

Odd-lot Offer

The Company will propose resolutions this year to approve an odd-lot offer for Shareholders holding 30 or fewer Ordinary Shares (an “**Odd-lot**”), enabling them to sell their shares at a premium to market price (an “**Odd-lot Offer**”).

Principally as a result of previous share issuances and balance sheet reorganisations, the Company has a share register which has an unusually large number of Shareholders with small holdings. Of the approximately 75,500 registered holders of Ordinary Shares, around 26,000 (approximately 35%) hold 30 or fewer Ordinary Shares, representing, in aggregate, approximately 0.03% of the Company’s issued share capital. The rationale for an Odd-lot Offer is three-fold:

- the ability of such small Shareholders to deal their shares (and to cash their dividend cheques) is constrained by disproportionate dealing and other costs;

- based on our experience with mailing annual reports and dividend cheques, we also believe that a number of these small Shareholders are inactive: they (or their estates) may not realise that they have a small holding in the Company or may not attribute any real value to that small holding; and
- the recurring administration costs resulting from the relatively large number of Shareholders are disproportionate to the size of these small shareholdings and affect Shareholders as a whole.

By carrying out an Odd-lot Offer, the Directors will facilitate the disposal by eligible holders of Odd-lots (“**Eligible Odd-lot Holders**”) of their shares at a 5% premium to the volume weighted average price of Ordinary Shares traded on Euronext Dublin over the five trading days prior to the date on which the Offer Price is finalised without the dealing costs that would typically render such disposal uneconomic, whilst giving active Shareholders the ability to opt-out of such a disposal by making the requisite election.

Therefore, we are seeking Shareholder approval in Resolutions 16, 17 and 18 to implement an Odd-lot Offer at any time within the next 18 months following the AGM. Subject to Shareholder approval and receipt of regulatory approval from the European Central Bank, the Board will determine an appropriate time to make such an Odd-lot Offer. Details of the action Eligible Odd-lot Holders should take and the timetable for implementation of any Odd-lot Offer will be communicated to Eligible Odd-lot Holders at that time.

As part of the arrangements, Shareholders are being asked to approve a change to the Articles of Association so that Eligible Odd-lot Holders who do not respond to the Odd-lot Offer, if made, are deemed to have agreed to accept it. However, Shareholders can elect to retain their shareholding in the Company, if they choose to do so.

As participants in Euroclear Bank (“**Euroclear Participants**”) and holders of CDIs (“**CDI Holders**”) have means of trading their Ordinary Shares through intermediaries, any Odd-lot Offer will be made to the registered holders of Ordinary Shares only and not to Euroclear Participants or CDI Holders (Euroclear Nominees Limited is entered in the Company’s share register as the holder, on behalf of Euroclear Bank as operator of the EB System, of all Ordinary Shares that are held through the EB System by Euroclear Participants and CDI Holders). For securities law reasons, only those Shareholders with registered addresses in Ireland and the UK will be eligible to participate in an Odd-lot Offer. Further details of the background to and reasons for the Odd-lot Offer, how it will operate and details of those Shareholders who will be eligible to participate are set out on in Appendix II and III to this document.

Resolution 16, which is proposed as a special resolution, proposes the amendment of the Company’s Articles of Association to give the Company authority to facilitate the reduction in the number of Shareholders holding in aggregate 30 or fewer shares in the Company in an equitable manner (i.e., an Odd-lot Offer). The proposed new Article makes provision for Eligible Odd-lot Holders who fail to opt-out of an Odd-lot Offer to be deemed to have agreed to sell their Odd-lot shareholding. Accordingly, subject to a further specific authority proposed in Resolution 17, the shareholdings of such Shareholders who are eligible to participate in an Odd-lot Offer and who fail to opt-out pursuant to such Odd-lot Offer can be automatically purchased by the Company pursuant to the terms of the Odd-lot Offer.

Resolution 17, which is proposed as an ordinary resolution, seeks authority for the Directors, subject to the passing of Resolutions 16 and 18, to implement an Odd-lot Offer and to purchase shares from those Shareholders who hold 30 or fewer shares and who are deemed to accept the Odd-lot Offer. Should this Resolution 17 be passed, it will be valid for a period of 18 months from the date of the AGM and the Directors may resolve to implement an Odd-lot Offer at any time within that 18-month period.

Resolution 18, which is proposed as a special resolution, seeks authority for the Company to make an off-market purchase of Ordinary Shares. The purchase of Ordinary Shares by the Company pursuant to an Odd-lot Offer will be an off-market purchase (as such term is defined in section 1072 of the Companies Act 2014) and will be effected under a purchase contract to be entered into between the Company and Eligible Odd-lot Holders (and who do not elect to retain their shareholding) (the “**Odd-lot Purchase Contract**”). The off-market purchase is subject to Shareholder approval and Resolution 18 is being proposed as a special resolution to obtain that approval. The authority contained in Resolution 18 is being sought for a period of 18 months from the date of the AGM. The Odd-Lot Purchase Contract will be available for inspection during normal business hours at the registered office of the Company for 21 days prior to the AGM, and will be available for inspection at the place of the AGM for at least 15 minutes prior to the commencement of, and during the continuance of, the AGM.

The implementation of an Odd-lot Offer is conditional on each of Resolutions 16, 17 and 18 being approved by the requisite majority at the AGM. If any of Resolutions 16, 17 or 18 are not passed with the requisite majority, the Company will not be able to implement an Odd-Lot Offer.

Shareholder Information

Detailed instructions on appointing a proxy and voting are set out on pages 15 to 18 of this document. The process to be followed will depend on the manner in which a Shareholder holds their Ordinary Shares. Please note, it is recommended that you consult with your stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the AGM through the EB System and CREST.

Shareholders should also review the detailed instructions on how to listen live to the AGM via telephone and how to raise questions in advance of the AGM, which are set out on pages 3 and 15 to 18 of this document.

Recommendation

In the Board's opinion the resolutions to be proposed at the AGM are in the best interests of the Company and its Shareholders as a whole and, therefore, the Directors unanimously recommends that you vote in favour of each of the resolutions, as they intend to do so themselves in respect of all of the 163,278 Ordinary Shares held or beneficially owned by them.

Shareholder Communications

In the interests of protecting the environment and promoting greater efficiency, I would ask you to consider electing, through our Registrar at www.computershare.com/ie/ecomms, to receive your Shareholder documentation online as soon as it is published on our website.

Shareholders who have already consented or have been deemed to consent to receiving the Annual Report and other Shareholder communications electronically will receive notice of all General Meetings electronically.

Shareholders are encouraged to monitor the Company's website, www.bankofireland.com/investor, for any update announcements regarding the AGM.

If you wish to attend the AGM, please detach your Attendance Card from your Form of Proxy and bring it with you to the meeting.

Yours faithfully,



Akshaya Bhargava
Chairman

Notice of the Annual General Meeting

Notice is hereby given that the Annual General Meeting (“AGM”) of Bank of Ireland Group PLC (the “Company”) will be held on Thursday, 21 May 2026, at 11.00 a.m. (Irish time) in The InterContinental Hotel, Simonscourt Road, Dublin 4, D04 A9K8 for the following purposes:

Ordinary Business

1. Following a review of the Company’s affairs, to receive and consider the Company’s Financial Statements for the year ended 31 December 2025 together with the Report of the Directors and the Auditor’s Report (ordinary resolution).
2. That the final dividend recommended by the Directors of 45.00 cents per share for the year ended 31 December 2025, be declared payable on the Ordinary Shares to all members on the register of members at 5:00 pm (Irish time) on 24 April 2026 and that such dividend be paid on 9 June 2026 (ordinary resolution).
3. To elect the following Directors to the Board, by separate ordinary resolution:
 - (a) Emer Finnan
 - (b) Niamh Marshall
 - (c) Hans van der Noordaa

To re-elect the following Directors to the Board, by separate ordinary resolution

- (d) Akshaya Bhargava
 - (e) Giles Andrews
 - (f) Michele Greene
 - (g) Myles O’Grady
 - (h) Steve Pateman
 - (i) Mark Spain
 - (j) Margaret Sweeney
4. To consider the continuation in office of KPMG as statutory auditor of the Company until the conclusion of the next AGM of the Company (ordinary resolution).
5. To authorise the Directors to fix the remuneration of the statutory auditor for the 2026 financial year (ordinary resolution).
6. To consider, and if thought fit, pass the following resolution as a special resolution:

“THAT an Extraordinary General Meeting (other than an Extraordinary General Meeting called for the passing of a special resolution) may be called by not less than 14 clear days’ notice in writing in accordance with Article 50(b) of the Company’s Articles of Association.”

Special Business

7. To consider and, if thought fit, pass the following as a non-binding, advisory ordinary resolution:

“To receive and consider the 2025 Directors’ Report on Remuneration, as set out in the 2025 Annual Report.”
8. To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT the Company and/or any subsidiary (as such expression is defined by Section 7 of the Companies Act 2014, as amended) of the Company be generally authorised to make purchases on a securities market (within the meaning of Section 1072 of the Companies Act 2014, as amended), of Ordinary Shares of the Company having a nominal value of €1.00 each on such terms and conditions and in such manner as the Directors or, as the case may be, the directors of such subsidiary, may from time to time determine but subject, however,

to the provisions of the Companies Act 2014, as amended, and to the following restrictions and provisions:

- (i) the maximum number of Ordinary Shares authorised to be acquired pursuant to the terms of this Resolution shall, subject to the proviso hereinafter set out, not exceed 95,078,247 Ordinary Shares (representing approximately 10% of the Company's issued Ordinary Shares (excluding treasury shares) as at 13 April 2026 (the "Latest Practicable Date");
- (ii) the minimum price (excluding expenses) which may be paid for any Ordinary Share to be purchased shall be the nominal value thereof;
- (iii) the maximum price (excluding expenses) which may be paid for any Ordinary Share to be purchased shall be the higher of:
 - (A) 5% above the average of the closing quotation prices of such Ordinary Shares as published in the Daily Official List of Euronext Dublin (formerly known as the Irish Stock Exchange) (or any successor publication thereto) for the five business days immediately preceding the day of purchase, and, in respect of any business day on which there shall be no dealing in such Ordinary Shares on Euronext Dublin, the price which is equal to the midpoint between the high and low market guide prices in respect of such Ordinary Shares for that business day, or if there shall be only one such market guide price so published, the market guide price so published; such prices shall be as published in the Daily Official List of Euronext Dublin (or any successor publication thereto); and
 - (B) the amount stipulated by Article 3(2) of Commission Delegated Regulation (EU) 2016/1052 and any corresponding provision of any replacement legislation, being the value of an Ordinary Share calculated on the basis of the higher of the price quoted for:
 - (i) the last independent trade of; and
 - (ii) the highest current independent bid or offer for;

any number of Ordinary Shares on the trading venue where the purchase pursuant to the authority conferred by this Resolution will be carried out.

If the means of providing the foregoing information as to dealings and prices by reference to which the maximum price is to be determined is altered or is replaced by some other means, then a maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on Euronext Dublin or its equivalent.

This Resolution shall take effect and the authorities hereby conferred shall be effective immediately and shall expire at the close of business on the date of the AGM of the Company to be held in 2027 or on 21 August 2027, whichever is earlier, unless previously varied, revoked or renewed in accordance with the provisions of Section 1074 of the Companies Act 2014, as amended. The Company or any such subsidiary may before such expiry enter into a contract for the purchase of Ordinary Shares which would or might be wholly or partly executed after such expiry and may complete any such contract as if the authorities conferred hereby had not expired."

9. To consider and, if thought fit, pass the following resolution as a special resolution:

"THAT, subject to the passing of Resolution 8, for the purposes of Sections 109 and/or 1078 of the Act (the re-issue price range at which any treasury shares (as defined in the Act) for the time being held by the Company may be re-issued (including by way of re-issue off market) shall be as follows:

- (i) the maximum price at which a treasury share may be re-issued shall be an amount equal to 120% of the Appropriate Price; and
- (ii) the minimum price at which a treasury share may be re-issued shall be the nominal value of the share where such share is re-allotted under an employees' share scheme (as defined by Section 64 of the Act) and in all other circumstances shall be 95% of the Appropriate Price.

For the purposes of this resolution the expression “Appropriate Price” shall mean the average of the closing quotation prices of Ordinary Shares in the capital of the Company as published in the Daily Official List of Euronext Dublin (or any successor publication thereto) for the five business days immediately preceding the day on which the treasury share is re-issued, and, in respect of any business day on which there shall be no dealing in such Ordinary Shares on Euronext Dublin, the price which is equal to the midpoint between the high and low market guide prices in respect of such Ordinary Shares for that business day, or if there shall be only one such market guide price so published, the market guide price so published; such prices shall be as published in the Daily Official List of Euronext Dublin (or any successor publication thereto).

This Resolution shall take effect and the authorities hereby conferred shall be effective immediately and shall expire at the close of business on the date of the AGM of the Company to be held in 2027 or on 21 August 2027, whichever is earlier unless previously varied, revoked or renewed, and is without prejudice or limitation to any other authority of the Company to re-issue treasury shares.”

10. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot and issue relevant securities (within the meaning of Section 1021 of the Companies Act 2014, as amended) of the Company up to an aggregate of 316,924,322 Ordinary Shares of €1.00 each, representing approximately 33% of the Company’s issued Ordinary Shares (excluding treasury shares) as at the Latest Practicable Date, provided that this authority shall expire at the close of business on the date of the AGM of the Company to be held in 2027 or on 21 August 2027, whichever is earlier, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be issued and allotted after such expiry, and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.”

11. To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT, if Resolution 10 is approved, the Directors be and are hereby generally authorised, as is referred to in Article 9(e) of the Articles of Association of the Company, and in addition to the authority under Resolution 13, to allot and issue equity securities (within the meaning of Section 1023(1) of the Companies Act 2014, as amended), together with all treasury shares (as defined in Section 1078 of the Companies Act 2014, as amended) re-issued while this authority remains operable, for cash pursuant to the authority conferred on the Directors by Resolution 10 as if Section 1022(1) of the Companies Act 2014, as amended, did not apply provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with any rights issue or other pre-emptive issue in favour of Ordinary Shareholders (other than those holders with registered addresses outside the State to whom an offer would, in the opinion of the Directors, be impractical or unlawful in any jurisdiction) on the register of members at such record date as the Directors may determine where the equity securities respectively attributable to the interests of such Ordinary Shareholders are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by them and subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with regulatory requirements, legal or practical problems in respect of overseas Shareholders, or Shareholders subject to legal restrictions or sanctions, fractional elements or otherwise; and
- (b) the allotment of equity securities for cash (otherwise than under paragraph (a) above) together with all treasury shares (as defined in Section 1078 of the Companies Act 2014, as amended) re-issued while this authority remains operable shall not exceed 47,539,123 Ordinary Shares of €1.00 each (representing approximately 5% of the issued Ordinary Shares (excluding treasury shares) as at the Latest Practicable Date);

provided that this authority shall expire at the close of business on the date of the AGM of the Company to be held in 2027 or 21 August 2027, whichever is earlier, save that the Company may before such expiry make an offer or agreement which would or might require such securities to be issued and allotted after such expiry and the Directors may allot such securities in pursuance of such offer or agreement as if the authority had not expired.”

12. To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT if Resolution 10 is approved, the Directors be and are hereby authorised, in addition to any authority granted under Resolution 11, to issue and allot equity securities (within the meaning of Section 1023 of the Companies Act 2014, as amended) for cash together with all treasury shares (as defined in Section 1078 of the Companies Act 2014, as amended) re-issued while this authority remains operable, for cash under the authority given by that Resolution as if Section 1022(1) of the Companies Act 2014 did not apply to any such issue or allotment, such authority to be:

- (i) limited to the allotment of equity securities up to 47,539,123 Ordinary Shares of €1.00 each (representing approximately 5% of the Company’s issued Ordinary Shares (excluding treasury shares) as at the Latest Practicable Date), and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this notice,

provided that this authority will expire at the close of business on the date of the AGM of the Company to be held in 2027 or 21 August 2027, whichever is earlier, save that the Company may before such expiry make an offer or agreement, which would, or might, require such securities to be allotted after such expiry and the Directors may allot securities in pursuance of such offer or agreement as if the authority had not expired.

13. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT in addition and separate to the authority granted by Resolution 10, the Directors be and are hereby generally empowered pursuant to Section 1021 of the Companies Act 2014, as amended, to issue, allot, grant options over or otherwise dispose of:

- (a) Additional Tier 1 contingent equity conversion notes that automatically convert into or are exchanged for Ordinary Shares in the Company in prescribed circumstances (“**AT1 ECNs**”) where the Directors consider that such issuance of AT1 ECNs would be desirable in connection with, or for the purposes of, complying with or maintaining compliance with the regulatory capital requirements or targets applicable to the Company and/ or the Company and its subsidiaries from time to time; and
- (b) Ordinary Shares pursuant to the conversion or exchange of AT1 ECNs, or to agree to do any of the foregoing acts, provided that the power conferred by this Resolution shall:
 - (i) be limited to the issue, allotment, grant of options over or other disposal of Ordinary Shares up to a maximum aggregate nominal amount of 142,617,371 Ordinary Shares of €1.00 each, (representing approximately 15% of the Company’s issued Ordinary Shares (excluding treasury shares) as at the Latest Practicable Date) and of AT1 ECNs convertible or exchangeable into Ordinary Shares up to such maximum aggregate nominal amount;
 - (ii) expire on 21 August 2027 or at the close of business on the date of the AGM of the Company to be held in 2027, whichever is the earlier, but so that the Company may make offers and enter into agreements before the authority expires which would or might require AT1 ECNs or Ordinary Shares to be issued or allotted or rights to subscribe for or to convert or exchange any security into Ordinary Shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer as if the authority had not expired.”

14. To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT, if Resolution 13 is approved, and in addition and separate to the authorities granted by Resolutions 10, 11, and 12, the Directors be and are hereby generally empowered, as is referred to in Article 9(e) of the Articles of Association of the Company, to issue, allot, grant options over or otherwise dispose of equity securities (within the meaning of Section 1023(1) of the Companies Act 2014, as amended) or a right to subscribe for, or convert any securities into, Ordinary Shares, including AT1 ECNs (as defined in Resolution 13) and any Ordinary Shares issued pursuant to the conversion or exchange of AT1 ECNs of the Company for cash pursuant to the authority conferred on the Directors by Resolution 13 above as if Section 1022(1) of the Companies Act 2014, as amended, did not apply up to a maximum aggregate amount provided for

in paragraph (b)(i) of Resolution 13, provided that this authority shall expire at the close of business on the date of the AGM of the Company to be held in 2027 or 21 August 2027, whichever is earlier, but so that the Company may make offers and enter into agreements before the authority expires which would or might require AT1 ECNs or Ordinary Shares to be issued or allotted or rights to subscribe or convert or exchange any security into Ordinary Shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer as if the authority had not expired.”

15. To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT the proposed cancellation of the Company’s listing of the Ordinary Shares in the capital of the Company from the equity shares (commercial companies) category of the Official List of the UK Financial Conduct Authority and the proposed removal of such Ordinary Shares from trading on the Main Market for listed securities of the London Stock Exchange plc (the “**Proposed UK Delisting**”) be and are hereby approved, and the Directors of the Company be and are hereby authorised to (i) cause such Proposed UK Delisting to be effected; and (ii) to do and/or procure to be done all such acts or things as they may consider necessary or desirable in connection therewith.”

16. To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT the addition of the following as a new Article 135 to the Company’s Articles of Association be and is hereby approved:

Odd-lot Offer

- (a) For the purpose of this Article:

- (i) “**Odd-lot**” shall mean a holding of 30 or fewer ordinary shares in the Company;
- (ii) “**Odd-lot Holder**” shall mean a Holder who holds an Odd-lot; and
- (iii) “**Odd-lot Offer**” shall mean an offer by the Company to Odd-lot Holders to purchase all their ordinary shares in the Company on the terms and conditions set out in such offer; and

- (b) Subject to the members of the Company passing or having passed an ordinary resolution to give a specific authority for such Odd-lot Offer and the provisions of any applicable legislation, the Company may at any time make and implement an Odd-lot Offer on such terms as the Board shall determine. Upon the implementation of any Odd-lot Offer, unless Odd-lot Holders to whom any such offer is made have, in accordance with the terms of the Odd-lot Offer, elected to retain their Odd-lots, such Odd-lot Holders shall, subject to applicable law and regulation, be deemed (i) to have agreed to sell any Odd-lots so held on the terms of the Odd-lot Offer and (ii) to have appointed any member of the Board or any other person nominated by the Company as the attorney and agent of such Odd-lot Holders with irrevocable authority to complete and execute all or any contracts and/or other documents at the attorney’s discretion in relation to the Odd-lots for the purchase of such Odd-lots by the Company and to do all such other acts and things as may in the opinion of such attorney be necessary or expedient for the purchase of such Odd-lots or in connection with such Odd-lot Offer; and the Board shall be entitled to cause such Odd-lots to be sold (including to the Company) on such basis as the Board may determine and the Company shall account to such Odd-lot Holders for the proceeds attributable to them pursuant to the sale of such Odd-lots.

- (c) Each Odd-lot Holder for which proceeds from the sale of Odd-lots have not been transferred in accordance with the terms of an Odd-lot Offer shall be recorded as a creditor in the Company’s accounts. No trust shall be created in respect of unclaimed proceeds, no interest shall be payable in respect of the same and the Company shall not be required to account for any money earned on the unclaimed proceeds. Any such proceeds unclaimed for a period of twelve years from the date of sale of the Odd-lots may be declared forfeited by the Board for the benefit of one or more charitable institutions nominated by the Board in its sole discretion.”

17. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT, subject to the passing of Resolutions 16 and 18, the Directors be and are hereby authorised to make and implement an Odd-lot Offer should they in their absolute discretion determine so to do having

regard, without limitation, to regulatory, market and other considerations, in accordance with the terms and conditions set out on pages 24 to 26 of the document of which this Notice of AGM forms part, provided that this authority shall expire at midnight on the date which is 18 months after the passing of this resolution unless previously varied, revoked or renewed by the Company in general meeting.”

18. To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT, subject to the passing of Resolutions 16 and 17, the terms of the proposed contract providing for the purchase by the Company of certain of its own shares tabled at the AGM be and are hereby approved and authorised for the purposes of section 1075 of the Companies Act 2014 and otherwise, provided that this approval and authority shall expire at midnight on the date which is 18 months after the passing of this resolution unless previously varied, revoked or renewed by the Company by special resolution.”

By Order of the Board
Sarah McLaughlin,
Group Secretary

Bank of Ireland Group PLC
Baggot Plaza
27-33 Upper Baggot Street
Dublin 4
D04 VX58

Notes

Entitlement to attend and vote

1. Shareholders shall be entitled to participate and/or vote at the AGM where they are holders of fully paid shares in the Company and are registered on the Company's register of members at:
 - 6:00 p.m. (Irish time) on Sunday, 17 May 2026 (being the record date specified by the Company for eligibility for voting); or
 - if the AGM is adjourned, close of business on the day four days prior to the adjourned AGM.

Website giving information regarding the AGM

2. This Notice of the AGM, details of the total number of shares and voting rights at the date of giving this notice, the documents to be submitted to the AGM, copies of any resolutions and copies of the forms to be used to vote by proxy are available on the Company's website at:
<https://investorrelations.bankofireland.com/shareholder-information/annual-general-meeting/>.

Listening live to the AGM

3. You can listen live to the proceedings at the AGM by telephone on the following numbers:

Ireland:	01 582 2026
UK Direct:	+44 800 260 6471
International Direct:	+44 20 3481 4246
Passcode:	6576490#

It will not be possible for Shareholders to vote during the AGM by telephone. In order to vote please follow the steps set out below to appoint a proxy in advance of the AGM.

Appointment of Proxies

4. A Shareholder who is entitled to attend, speak, ask questions and vote at the AGM is entitled to appoint a proxy to attend, speak, ask questions and vote instead of him/her. 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 that Shareholder. A proxy need not be a Shareholder of the Company. If you wish to appoint more than one proxy then please contact the Company's Registrar, Computershare Investor Services (Ireland) Limited, on +353 1 2475414 or via email at clientservices@computershare.ie. Holders of CDIs and/or investors who hold their interests in Ordinary Shares through a participant account in the EB System wishing to attend, speak or ask questions at the AGM must arrange to have themselves appointed as their own proxy as explained in notes 7 to 19 overleaf.
5. A Form of Proxy for use by Shareholders is enclosed with this Notice of the AGM (or is otherwise being delivered to Shareholders).
6. In the case of joint holders, the vote of the senior who tenders a vote, including by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and, for this purpose, seniority will be determined by the order in which the names appear on the register of members.

Exercising your right to vote

7. As a Shareholder, you have several ways to exercise your right to vote, depending on the manner in which you hold your Ordinary Shares:
- (a) in the case of Shareholders who are registered members
 - by attending the AGM in person; or
 - by appointing (either electronically or by returning a completed Form of Proxy) the Chairman of the AGM or another person as a proxy to attend the AGM and to vote on your behalf.
 - (b) in the case of CDI Holders:
 - by sending electronic voting instructions to Euroclear Bank via Broadridge Financial Solutions Limited ("**Broadridge**"), a third-party service provider; or
 - by appointing a proxy via the Broadridge Global Proxy Voting Service to attend and vote at the meeting; and
 - (c) in the case of EB Participants:
 - by sending electronic voting instructions to Euroclear Bank via SWIFT or to EasyWay Corporate Actions; or
 - by sending a proxy voting instruction to Euroclear Bank to appoint a third party (other than Euroclear Nominees Limited (i.e. the nominee of Euroclear Bank) ("**Euroclear Nominees**") or the Chairman of the AGM to attend and vote at the meeting.

The information set out in this document in relation to voting procedures for persons who hold their interests in Ordinary Shares as Belgian law rights through the EB System or as CDIs through CREST is for guidance only and such persons should consult with their custodian, stockbroker or other intermediary at the earliest opportunity for information on the processes and timelines for submitting proxies and voting instructions for the AGM through the respective systems.

For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian.

Proxy Voting by Registered Holders

8. Shareholders who are registered members and who wish to appoint a proxy should complete the Form of Proxy in accordance with the instructions printed thereon. To be valid, a Form of Proxy and any power or other authority under which it is executed (or a duly certified copy of any such power or authority) must be lodged with the Company's Registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland not later than 48 hours before the AGM (or in the case of a poll taken otherwise than at or on the same day as the AGM at least 48 hours before the time appointed for the taking of a poll), or in the case of an adjourned AGM, by the commencement of the adjourned AGM (or in the case of a poll taken otherwise than at or on the same day as the adjourned AGM, by the commencement of the taking of the poll).
9. Shareholders who are registered members can appoint a proxy and give voting instructions electronically by logging on to the website of the Company's Registrar, Computershare Investor Services (Ireland) Limited at www.eproxyappointment.com. Shareholders will need their 5-digit PIN Number, Shareholder Reference Number and Control Number, which you will receive on your Form of Proxy or via email if you have elected to receive Shareholder communications electronically.
10. For Shareholders whose name appears on the register of members of the Company, the appointment of a proxy will not preclude that Shareholder from attending and voting in person at the AGM.

Proxy voting by CDI Holders

11. In respect of CDI Holders, Euroclear UK & International Limited (“EUI”), the operator of the CREST system, has arranged for voting instructions relating to CDIs held in CREST to be received via Broadridge. Further details on this service are set out on the “All you need to know about SRD II” in Euroclear UK & International webpage of the Euroclear Bank website, www.euroclear.com, which is accessible to CREST participants (see Section CREST International Service – Proxy voting).
12. If you are a CDI Holder you will be required to use the EUI proxy voting service facilitated by the Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions, as required. To facilitate client set up, if you hold CDIs and wish to participate in the proxy voting service, you will need to complete a Meetings and Voting Client Set-up Form (CRT408), a copy of which is available on the Euroclear Bank website, www.euroclear.com, which is accessible to CREST participants. Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: uk-membership@euroclear.com.
13. Fully completed and returned application forms will be shared with Broadridge by EUI. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform.
14. Once CDI Holders have access to the Broadridge platform, they can complete and submit proxy appointments (including voting instructions) electronically. Broadridge will process and deliver proxy voting instructions received from CDI Holders by the Broadridge voting deadline date to Euroclear Bank, by its cut-off and to agreed market requirements. Alternatively, a CDI Holder can send a third party proxy voting instruction through the Broadridge platform in order to appoint a third party (who may be a corporate representative or the CDI Holder themselves) to attend and vote at the meeting the number of Ordinary Shares specified in the proxy instruction (subject to the Broadridge voting deadline). There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third party proxy appointment instructions through Broadridge.
15. Persons holding through the CREST system (via a holding of CDIs) will also need to comply with any additional voting deadlines imposed by their respective custodian, stockbroker or other intermediary. All persons affected are recommended to consult with their custodian, stockbroker or other intermediary at the earliest opportunity.

CDI Holders should pay close attention to any notices specifically relating to this AGM and are strongly encouraged to familiarise themselves with Broadridge’s arrangements, including the voting deadlines and procedures and to take any further actions required by Broadridge before they can avail of the Broadridge voting service as soon as possible.

Proxy voting by EB Participants

16. Holders of interests in Ordinary Shares held through the EB system (other than as CDIs) are advised to consult with their custodian, stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy appointments or voting instructions for the AGM. Persons holding interests in Ordinary Shares through the EB System will need to comply with any voting deadlines imposed by the EB System, as well as any additional deadlines set by their custodians, stockbrokers or other intermediaries. All such persons are recommended to consult with their custodian, stockbroker or other intermediary at the earliest opportunity.

Voting by Corporate Representatives

17. Any corporation sole or body corporate which is a registered member may, by a document executed by or on behalf of such corporation sole or resolution of its Directors or other governing body of such body corporate, authorise such individual as it thinks fit to act as its representative in connection with the AGM. Any individual so authorised shall not be entitled to appoint a proxy but shall otherwise be entitled to exercise the same powers on behalf of the corporation sole or body corporate which they represent as that representative could exercise if they were an individual member of the Company present in person. For EB Participants and CDI Holders there is no facility to offer a letter of representation/ appoint a corporate representative other than through the submission of third party proxy appointment instructions through the EB System or Broadridge as described at notes 7 to 17.

Submission of questions

18. Pursuant to Section 1107 of the Companies Act 2014, Shareholders have a right to ask questions related to items on the AGM agenda and to have such questions answered by the Company subject to any reasonable measures the Company may take to ensure the identification of Shareholders. An answer is not required if:
- (a) an answer has already been given on the Company's website in the form of a 'Q&A'; or
 - (b) it would interfere unduly with the meeting or the confidentiality or business interests of the Company; or
 - (c) it appears to the Chairman of the AGM that it is undesirable in the interests of good order of the meeting that the question be answered.
19. If you wish to submit a question in advance of the AGM, please send your question(s) in writing together with evidence of your shareholding by email to agmquestions@boi.com or send it in writing to the Group Secretary, Bank of Ireland Group PLC, Baggot Plaza, 27 – 33 Upper Baggot Street, Dublin 4, D04 VX58, Ireland in advance of the AGM.

Shareholders' right to table draft resolutions

20. Shareholders holding 3% or more of the Ordinary Shares may table a draft resolution for an item on the agenda. In order to exercise this right, the full text of the draft resolution and the agenda item to which it relates (or, if supporting a draft resolution tabled by another Shareholder, clearly identifying the draft resolution and agenda item which is being supported) must be received by the Group Secretary at Bank of Ireland Group PLC, Baggot Plaza, 27-33 Upper Baggot Street, Dublin 4, D04 VX58 or by email to agmquestions@boi.com no later than 42 days in advance of the AGM. Furthermore, Shareholders are reminded that there are provisions in company law which impose other conditions on the right of Shareholders to propose resolutions at any General Meeting of the Company.
21. Shareholders holding 3% or more of the Ordinary Shares may put an item on the agenda of the AGM. In order to exercise this right, written details of the item the Shareholders wish to have included in the AGM agenda together with a written explanation as to why the item is to be included in the agenda or a draft resolution to be adopted at the AGM must be received by the Group Secretary no later than 42 days in advance of the AGM.

Voting on a Poll

22. Where a poll is taken at the AGM, a Shareholder holding more than one share need not use all his/her votes or cast his/her votes in the same way.

Outstanding Share Options

23. There are no outstanding share options in issue by the Company.

Further information

24. The ISIN for the Company's Ordinary Shares is IE00BD1RP616.
25. The unique identifier code of the AGM, for the purposes of Commission Implementing Regulation (EU) 2018/1212 of 3 September 2018, will be made available at www.bankofireland.com/investor once issued.

Appendix I

Proposed UK Delisting

1. Expected Timetable of Principal Events

Key Event	Expected Date/Time
AGM	21 May 2026 at 11.00 a.m. (Irish time)
The last day of dealings in the Ordinary Shares on the Main Market of the London Stock Exchange	26 June 2026 (this is an indicative date only and is subject to change)
Expected date of cancellation of Ordinary Shares from the Official List of the UK Financial Conduct Authority	29 June 2026 (this is an indicative date only and is subject to change, and in any event this date will not be less than 20 clear business days following the passing of Resolution 15)

2. Introduction and background

Shareholders are being asked to vote on the proposed cancellation of the Company's listing of Ordinary Shares on the equity shares (commercial companies) category ("**ESCC Listing**") of the Official List of the London Stock Exchange ("**LSE**") in accordance with the Listing Rules of the UK Financial Conduct Authority ("**FCA Listing Rules**") and the proposed removal of such Ordinary Shares from trading on the Main Market for listed securities of the London Stock Exchange plc (the "**Proposed UK Delisting**"). The Company maintains its primary listing on the Main Market of the Irish Stock Exchange plc, trading as Euronext Dublin ("**Euronext Dublin**").

3. Reasons for Proposed UK Delisting

The Board continually keeps the Company's listing arrangements under review. The Board has noted that in recent years the volume of trading in the Ordinary Shares on the London Stock Exchange is negligible as a percentage of the overall trading volume in the Ordinary Shares. By way of illustration, approximately 2.6% of the Company's average total volume traded was conducted on the LSE over the last 12 months. Consequently, the Board considers that the cost of maintaining such a listing is no longer in the interests of the Company and its Shareholders as a whole. Accordingly, the Board has resolved to propose the Proposed UK Delisting.

4. Proposed UK Delisting

Shareholders will be asked to vote on Resolution 15 relating to the Proposed UK Delisting at the AGM (the "**Proposed UK Delisting Resolution**"). Under the FCA Listing Rules, the Company must obtain approval from a majority of 75% of the votes cast (voting either in person or by proxy) to approve the Proposed UK Delisting Resolution. If the Proposed UK Delisting Resolution is not approved by shareholders, the Company's Ordinary Shares will retain their listing in the ESCC Listing category of the Official List of the FCA and admission to trading on the main market for listed securities of the LSE.

In accordance with the FCA Listing Rules, the Proposed UK Delisting, if approved, will not take place for at least 20 business days after the Proposed UK Delisting Resolution is passed. Subject to the passing of the Proposed UK Delisting Resolution the anticipated date for the Proposed UK Delisting is 29 June 2026. On completion of the Proposed UK Delisting, the Company's Ordinary Shares will continue to be listed and traded on the Main Market of Euronext Dublin.

The Proposed UK Delisting does not require any changes to the Company's constitution. The Company does not have a controlling shareholder for the purposes of FCA Listing Rule 21.2.8(2)(b).

5. Continuing Obligations following Proposed UK Delisting

The Board has not made, and does not anticipate or intend to make, any changes to the Company's business in connection with the Proposed UK Delisting.

Following implementation of the Proposed UK Delisting, the Company will remain: (i) an Irish incorporated and headquartered public limited company; (ii) resident in Ireland for tax purposes; and (iii) a listed company on the Main Market of Euronext Dublin. The Company will remain subject to the listing rules of Euronext Dublin (the "**EDLR**") including continuing obligations with respect to notification of board changes, notification of shareholder resolutions, annual reports and audit reports, as well as to securities law and company law applicable to an Irish company with securities listed on regulated market in the European Union, as described further below. The Company will no longer be subject to the FCA Listing Rules or the securities laws applicable to companies with securities listed on a regulated market in the United Kingdom in respect of the Ordinary Shares.

Under the EDLR, dual-listed issuers such as the Company must follow either the UK Corporate Governance Code ("**UK Code**") or the Irish Corporate Governance Code ("**Irish Code**"), which was introduced as of 1 January 2025. However, due to the obligations under the ESCC Listing category of the Official List, the Company must currently comply with the UK Code and complies voluntarily with the Irish Code. If the Proposed UK Delisting takes place, the Company will no longer be required to comply (or explain non-compliance) with the UK Code. However, the Company will be required to comply (or explain non-compliance) with the Irish Code under the EDLR, which is substantially similar to the UK Code.

Following implementation of the Proposed UK Delisting:

- the Company will remain subject to the EU Market Abuse Regulation and the EU Transparency Directive as implemented in Ireland, which includes requirements with respect to the publication of annual and interim financial reports, disclosure of major shareholdings, publication of a corporate governance statement and diversity report, substantially similar to the FCA's Disclosure and Transparency Rules;
- the scheme of takeover regulation applicable to the Company will be unchanged;
- Ireland will continue to be the home country of the Company for the purposes of compliance with relevant EU regulations and directives (including the EU Prospectus Regulation) and the Central Bank of Ireland will continue to be the Company's competent authority for these purposes;
- Irish company law on related party transactions will continue to apply to the Company, as well as restrictions on non-cash transactions and credit transactions with directors and their connected persons;
- rules on reverse takeovers under the EDLR will continue to apply;
- the Company will continue to be subject to Irish company law requirements to: (i) prepare an annual remuneration report and submit that report to shareholders for approval on an advisory basis; and (ii) hold advisory votes on executive compensation at least every four years;
- Shareholders will continue to benefit from pre-emption rights following the Proposed UK Delisting as a result of the continued application of Irish company law, which requires shareholder approval for the dis-application of pre-emption rights. The Company expects that it will continue to seek general shareholder authority for the disapplication of pre-emption rights at its future AGMs in a manner consistent with market practice for Irish companies with a Main Market listing on Euronext Dublin; and
- any acquisition of Ordinary Shares will continue to be subject to general restrictions including those included in the EU Market Abuse Regulation, as applied in Ireland, and Irish company law, which requires shareholder approval for any purchase of its own shares.

Members of the Company's group may continue to be issuers of debt securities that are listed on the LSE. Applicable FCA Listing Rules and securities law will continue to apply to such issuers in respect of those securities.

6. Action to be taken

Shareholders who wish to vote at the AGM should follow the process set out in the Notice of AGM.

7. Recommendation

In the Board's opinion the Proposed UK Delisting is in the best interests of the Company and the Shareholders as a whole. The Company will be unable to implement the Proposed UK Delisting unless the Proposed UK Delisting Resolution is approved by the requisite majority of Shareholders.

The Board unanimously recommends that Shareholders vote in favour of the Proposed UK Delisting Resolution at the AGM as the directors each intend to do in respect of their own beneficial holdings of Ordinary Shares.

Appendix II

Background to the Odd-lot Offer

Overview

The Odd-lot Offer provides Shareholders who hold 30 or fewer Ordinary Shares an opportunity to sell their Ordinary Shares at a premium to the market price without dealing or other costs.

Shareholders are being asked to approve a change to the Company's Articles of Association so that Eligible Odd-lot Holders who do not take positive action to opt-out of the Odd-lot Offer are deemed to have accepted it. Eligible Odd-lot Holders can, however, elect to retain their shareholding in the Company, if they so choose.

The Directors are seeking authority, at the AGM, to implement an Odd-lot Offer at any time within the next 18 months. This section:

- (i) explains the background to, and reasons for, making an Odd-lot Offer;
- (ii) provides an explanation of the terms upon which any Odd-lot Offer will be made if Resolutions 16 to 18 in the Notice of the AGM are passed; and
- (iii) provides an explanation as to why the Directors unanimously consider an Odd-lot Offer to be in the best interests of the Company and Shareholders as a whole.

Defined terms in this Appendix II and Appendix III have the meaning given to them in Appendix IV.

Background to and reasons for an Odd-lot Offer

Principally as a result of previous share issuances and balance sheet reorganisations, the Company has a share register with an unusually large number of Shareholders with small holdings. Of the approximately 75,500 registered holders of Ordinary Shares, around 26,000 (approximately 35%) hold 30 or fewer Ordinary Shares, representing, in aggregate, approximately 0.03% of issued share capital.

The rationale for an Odd-lot Offer is three-fold:

- the ability of such small Shareholders to deal their shares (and to cash their dividend cheques) is constrained by disproportionate dealing costs and banking charges;
- based on our experience with mailing annual reports and dividend cheques, we also believe that a number of these small Shareholders are inactive: they (or their estates) may not realise that they have a small holding in the Company or may not attribute any real value that small holding; and
- the recurring administration costs resulting from the relatively large number of Shareholders are disproportionate to the size of these small shareholdings and affect Shareholders as a whole.

By carrying out an Odd-lot Offer, the Directors will facilitate the disposal by Eligible Odd-lot Holders of their Ordinary Shares at a 5% premium to the volume weighted average price of Ordinary Shares traded on Euronext Dublin over the five trading days prior to the date on which the Offer Price is finalised without the dealing costs that would typically render such disposal uneconomic, whilst giving active Shareholders the ability to opt-out of such a disposal.

The Directors believe that an Odd-lot Offer would be to the benefit of Shareholders as a whole as it will lower the Company's cost base and will facilitate a reduction in the number of Shareholders in the Company in an equitable manner.

The Odd-lot Offer

Under the terms of an Odd-lot Offer, Eligible Odd-lot Holders will be able to elect to retain their Odd-lot holdings by

opting out of the Odd-lot Offer. The holdings of Eligible Odd-lot Holders who do not opt-out of an Odd-lot Offer will have their Ordinary Shares acquired by the Company at the Offer Price.

Eligible Odd-lot Holders

Eligible Odd-lot Holders are those Shareholders with registered addresses in Ireland and the UK who are recorded on the Register as holding 30 or fewer Ordinary Shares in the dematerialised book-entry register maintained by the Registrar.

If an Odd-lot Offer is made, Shareholders with registered addresses in Ireland and the UK who are Odd-lot Holders on the First Record Date and who remain Odd-lot Holders on the Second Record Date (being the record date announced by the Directors when an Odd-lot Offer is declared) will be entitled to participate in an Odd-lot Offer. Shareholders who become Odd-lot Holders between the First Record Date and the Second Record Date will not be entitled to participate in an Odd-lot Offer.

Holdings under the same name with different designations will be treated as separate holdings of Shareholders for these purposes. As Euroclear Participants and CDI Holders have means of trading their Ordinary Shares through intermediaries, any Odd-lot Offer will be open to the registered holders of Ordinary Shares only and not to Euroclear Participants or CDI Holders. For securities law reasons, only those Shareholders with registered addresses in Ireland and the UK will be eligible to participate in an Odd-lot Offer.

When will an Odd Lot Offer be made?

An Odd-lot Offer is not being made now. If Resolutions 16 to 18 are passed at the AGM, the Directors will have the authority to determine when to carry out an Odd-lot Offer at any time in the next 18 months. An Odd-lot Offer, if made, will be made on the Terms and Conditions set out in Appendix III to this document. The detailed timetable for implementation of any proposed Odd-lot Offer will be communicated to Eligible Odd-lot Holders when any such Odd-lot Offer is made. The Directors shall be able to determine the details of such timetable at their sole discretion. Details of the action Eligible Odd-lot Holders should take, including details of the Opt-Out Form, will also be communicated to Eligible Odd-lot Holders at the time the Odd-lot Offer is made. Any purchase of Ordinary Shares pursuant to an Odd-lot Offer will be funded by available cash resources. Repurchases pursuant to the Odd-lot Offer require regulatory approval by the European Central Bank.

Offer Price

If an Odd-lot Offer is made, the Offer Price will be a 5% premium to the volume weighted average price of Ordinary Shares traded on Euronext Dublin over the five trading days prior to the date on which the Offer Price is finalised. The Offer Price will be published by an RIS at the time the Odd-lot Offer is made.

Transaction costs

Given the nature of an Odd-lot Offer, Eligible Odd-lot Holders will not bear any transaction costs with respect to any Odd-lot Offer.

Financial effects and effects on share capital

It is anticipated that any Odd-lot Offer that is announced by the Directors and any potential buyback of Ordinary Shares by the Company pursuant to such Odd-lot Offer will not have a significant effect on the earnings, headline earnings per Ordinary Share, net asset value, regulatory capital position or tangible net asset value per Ordinary Share of the Company. If the Company were to implement an Odd-lot Offer immediately after the 2026 AGM, based on the holdings of Odd-lots on 13 April 2026, the maximum number of Ordinary Shares that could be purchased pursuant to such an Odd-lot Offer would be approximately 300,000 (0.03% of the Ordinary Shares in issue as at that date).

Taxation

Shareholders should take into account the tax implications for them of participating in an Odd-lot Offer. In order to assist Shareholders, a general description of the Irish and UK tax treatment of participating in an Odd-lot Offer for certain classes of Shareholder will be made available on the Company's website <https://investorrelations.bankofireland.com/> in the event that an Odd-lot Offer is being implemented. Shareholders who are in any doubt as to their own tax position should consult their own professional adviser.

Appendix III

The Proposed Terms of an Odd-lot Offer

General

Eligible Odd-lot Holders will be entitled to participate in an Odd-lot Offer on the terms and subject to the conditions set out in this document, the Odd-Lot Purchase Contract and the Opt-Out Form (which will be sent to Eligible Odd-lot Holders in due course). The consideration to be paid for each Ordinary Share pursuant to an Odd-lot Offer will be the Offer Price, which will be calculated on the basis set out in the paragraph entitled "Offer Price" in Appendix II to this document.

Unless an Odd-lot Offer has been terminated in accordance with the termination provisions set out in the paragraph entitled "Additional Provisions" below, the Company will purchase Odd-lots in accordance with the terms of such Odd-lot Offer.

Ordinary Shares purchased by the Company pursuant to an Odd-lot Offer will be acquired as soon as practicable following the close of such Odd-lot Offer free and clear from all liens, charges and encumbrances and together with all rights attaching thereto. Holders of Odd-lots will not, therefore, be entitled to receive any dividends paid by the Company by reference to a record date on or after the date of such purchase.

No Eligible Odd-lot Holder shall be entitled to partially opt-out of an Odd-lot Offer. To the extent that an Eligible Odd-lot Holder attempts to opt-out on a partial basis, such Eligible Odd-lot Holder shall be deemed to have agreed to sell their entire Odd-lot holding without anything further being required.

Eligibility of the Odd-lot Offer

To be eligible to participate in an Odd-lot Offer in respect of his/her holding of Odd-lots, a Shareholder must be an Odd-lot Holder on the First Record Date and must remain an Odd-lot Holder on the Second Record Date and must be entered on the Register with an address in Ireland or the UK. Holdings under the same name with different designations will be treated as separate holdings of Shareholders for these purposes. The Directors, in their absolute discretion, reserve the right to withdraw any proposed Odd-lot Offer from any Shareholder at any time. The Directors shall be entitled to refuse to implement the purchase of Ordinary Shares pursuant to an Odd-lot Offer in respect of any Shareholder whom the Directors in their absolute discretion believe has either (i) become a holder of an Odd-lot in order to take advantage of such Odd-lot Offer or (ii) split their existing shareholding in order to participate in such Odd-lot Offer, and such Shareholder will have no claim against the Company or any Director arising out of or in connection with such refusal.

Purchased Ordinary Shares

Any Ordinary Shares acquired by the Company pursuant to an Odd-lot Offer will be cancelled.

Representations and Warranties from holders of Odd-lots

Each Odd-lot Holder whose Ordinary Shares are purchased pursuant to any proposed Odd-lot Offer is deemed to irrevocably undertake, represent, warrant and agree to and with the Company so as to bind such holder and their personal or legal representatives, heirs, successors and assigns to the effect that:

- (i) a failure to execute and return an Opt-Out Form such that it is received by the Company before the date on which the Odd-lot Offer is closed shall constitute an offer to sell to the Company the number of Ordinary Shares comprising such holder's holding of Odd-lots on and subject to the terms and conditions set out or referred to in this document, the Opt-Out Form and the Odd-Lot Purchase Contract;
- (ii) such Odd-lot Holder has full power and authority to tender, sell, assign or transfer the Ordinary Shares in respect of which such offer is deemed accepted (together with all rights attaching thereto) and, when the same are purchased by the Company, the Company will acquire such Ordinary Shares free and

clear from all liens, charges, restrictions, claims, equitable interests and encumbrances and together with all rights on or after the date of such purchase attaching thereto and such representation and warranty will be true in all respects at the time the Company purchases such Ordinary Shares as if it had been entered into afresh at such time and shall not be extinguished by such purchase;

- (iii) such Odd-lot Holder is the owner of the Ordinary Shares in respect of which such offer is deemed accepted;
- (iv) any Director or other person nominated by the Company will be irrevocably appointed as the attorney and agent of such Odd-lot Holder and a failure to execute and return an Opt-Out Form such that it is received by the Company before the date on which the Odd-lot Offer is closed shall constitute an irrevocable instruction to the attorney, to complete and execute all or any contracts and/or other documents at the attorney's discretion in relation to the Ordinary Shares for the purchase of such Ordinary Shares by the Company and to do all such other acts and things as may in the opinion of such attorney be necessary or expedient for the purchase and cancellation of such Ordinary Shares, or in connection with, such Odd-lot Offer;
- (v) such Odd-lot Holder agrees to ratify and confirm each and every act or thing which may be done or effected by the Company or any of its Directors or any person nominated by the Company in the proper exercise of its or his or her powers and/or authorities hereunder and under the Articles of Association;
- (vi) such Odd-lot Holder shall do all such acts and things as shall be necessary and execute any additional documents deemed by the Company to be desirable, in each case to complete the purchase and any cancellation of the Ordinary Shares and/or to perfect any of the authorities expressed to be given hereunder; and
- (vii) such Odd-lot Holder, if resident in a jurisdiction outside Ireland and the United Kingdom, has fully observed any applicable legal requirements and that the invitation under such Odd-lot Offer may be made to him or her under the laws of the relevant jurisdiction.

Additional Provisions

The failure of any person to receive a copy of this document or the Opt-Out Form shall not invalidate any aspect of any proposed Odd-lot Offer.

Any Odd-lot Offer, all Opt-Out Forms, and all contracts and non-contractual obligations arising out of or in connection with any such Odd-lot Offer and Opt-Out Forms shall be governed by and construed in accordance with Irish law.

Share certificates and/or other documents of title relating to Odd-lots should not be sent to the Registrar.

Payment

With respect to each Odd-lot Holder whose Ordinary Shares are purchased pursuant to any proposed Odd-lot Offer but (i) for whom the Company does not have an up-to-date address or (ii) to whom the Company otherwise determines it cannot make payments, the proceeds of an Odd-lot Offer will be retained by the Company and each such Shareholder will be recorded as a creditor in the Company's accounts.

Delivery of the consideration for the Ordinary Shares to be purchased pursuant to any proposed Odd-lot Offer will be made by cheque to each Odd-lot Holder whose Ordinary Shares are purchased pursuant to any proposed Odd-lot Offer by the Registrar who will act as agent for such Shareholders for the purpose of receiving the consideration and transmitting such proceeds to such Shareholders. Under no circumstance will interest be paid on the consideration to be paid by the Company or the Registrar regardless of any delay in making such payment.

The Offer Price will be set in euro. Shareholders with a registered address in Ireland will be paid in euro. Shareholders with a registered address in the United Kingdom will be paid in sterling on the basis that the cash amount payable in euro to which they would otherwise be entitled will be paid in sterling based on an exchange rate determined by the Company by reference to the exchange rate prevailing on the day on which the Company converts the relevant amount of euro into sterling. Fluctuations in the euro/sterling exchange rate are at the risk of Shareholders tendering Odd-lots.

All unclaimed proceeds from the sale of Odd-lots will be retained by the Company until claimed. Each Odd-lot Holder shall be recorded as a creditor in the Company's accounts. No trust shall be created in respect of the unclaimed proceeds, no interest shall be payable in respect of the same and the Company shall not be required to account for any money earned on the unclaimed proceeds. Any such proceeds unclaimed for a period of 12 (twelve) years from the date of sale of the Odd-lots may be declared by the Directors forfeited for the benefit one or more charitable institutions nominated by the Directors in their sole discretion.

Overseas Shareholders

For securities law reasons, only those Shareholders with registered addresses in Ireland and the United Kingdom will be eligible to participate in an Odd-lot Offer. An Odd-lot Offer made to persons, if they are resident in, or citizens of, jurisdictions outside the United Kingdom or Ireland, may be affected by the laws of the relevant jurisdictions.

Before participating in any Odd-lot Offer, Shareholders resident in, or citizens of, jurisdictions outside Ireland and the United Kingdom should inform themselves about and observe any applicable legal requirements. It is the responsibility of such Shareholders to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes due in such jurisdiction.

Appendix IV

Definitions relating to Odd-Lot Offer

CDIs	CREST depository interests issued by CREST Depository Limited in respect of Ordinary Shares
CDI Holders	the holder(s) of CDIs from time to time and “CDI Holder” means any one of them
Company	Bank of Ireland Group plc
Companies Act or Act	the Companies Act 2014 of Ireland
Eligible Odd-lot Holders	those Shareholders with registered addresses in Ireland or the United Kingdom who were Odd-lot Holders on the First Record Date and who remain Odd-lot Holders on the Second Record Date
EB System	the securities settlement system operated by Euroclear Bank and governed by Belgian law
Euroclear Bank	Euroclear Bank SA/NV, an international central securities depository and operator of the Euroclear System
Euroclear Participant	holders of interests in Ordinary Shares in book-entry form through the EB System
EUI	Euroclear UK & International Limited
Euronext Dublin	The Irish Stock Exchange plc, trading as Euronext Dublin
First Record Date	16 April 2026, being the first date on which a Shareholder must be an Odd-lot Holder to be eligible to participate in an Odd-lot Offer
Group	the Company and its subsidiaries, as defined under the Companies Act
Odd-lot(s)	a holding by a member of 30 or fewer Ordinary Shares
Odd-lot Holders	members who hold Odd-lots
Odd-lot Offer	any Odd-lot offer made to holders of Odd-lots as described in this document
Offer Price	the price per Ordinary Share to be paid to Odd-lot Holders whose Ordinary Shares are purchased pursuant to an Odd-lot Offer
Odd-lot Purchase Contract	the purchase contract to be entered into between the Company and those Shareholders who are Odd-lot Holders on the First Record Date pursuant to which the Company will purchase the Odd-lot holdings of those Shareholders who were Odd-lot Holders on the First Record Date and who remain Odd-lot Holders on the Second Record Date (and who do not elect to retain their Odd-lot) a draft of which is to be tabled at the AGM
Opt-Out Form	the opt-out form to be sent to Odd-lot Holders pursuant to the terms of an Odd-lot Offer
Ordinary Shares	ordinary shares of €1.00 each in the capital of the Company
Register	the register of members of the Company
Registrar	Computershare Investor Services (Ireland) Limited
Second Record Date	the date or dates on which a Shareholder who was an Odd-lot Holder on the First Record Date must remain an Odd-lot Holder in order to be eligible to participate in an Odd-lot Offer, such date or dates to be determined by the Directors and communicated to the Shareholders at the time of making such Odd-lot Offer
Shareholders	the holders of Ordinary Shares in the Company (which, unless otherwise specified) does not include Euroclear Participants and CDI Holders
United Kingdom or UK	the United Kingdom of Great Britain and Northern Ireland

