

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

### **Notice of Extraordinary General Meeting**

**17 December 2020**

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An Extraordinary General Meeting (“**EGM**”) of the Company will be held at Baggot Plaza, 27-33 Upper Baggot Street, Dublin 4, D04 VX58, Ireland at 11.00 a.m. on Tuesday, 19 January 2021.

The business of the EGM will be to consider and, if thought fit, approve certain resolutions relating to the replacement of CREST with a system operated by Euroclear Bank SA/NV for the electronic settlement of trading in the Company's ordinary shares (“**Resolutions**”). Approval of the Resolutions is necessary to ensure the Company's shares can continue to be settled electronically when they are traded on Euronext Dublin and the London Stock Exchange and remain eligible for continued admission to trading and listing on those exchanges.

The circular which includes the Notice of the EGM (“**Circular**”) and a Form of Proxy have been made available to Shareholders today. The Board strongly urges Shareholders to review the contents of the Circular in their entirety, including the documents referred to therein, and consider the Board's recommendation to vote in favour of the Resolutions.

#### **Public Health Guidelines and the EGM**

The well-being of Shareholders, employees and service providers remains a primary concern for the Directors of the Company. Due to the restrictions on gatherings and travel, save for very limited purposes, under the regulations and guidance issued by the Government of Ireland and the Department of Health relating to the Coronavirus (COVID-19), the EGM will proceed under very constrained circumstances and it is expected that the meeting will only be able to proceed with the minimum number of Shareholders required to establish a quorum under the Articles of Association.

Shareholders are requested not to attend the EGM in person and instead to submit a proxy form to ensure they can vote and be represented at the EGM without attending in person. If Shareholders wish to listen live to the EGM proceedings, they can do so by availing of the telephone facility, which is accessed by dialling the number set out below. Shareholders with questions can submit those questions in writing in advance of the EGM, either by post or by email to the addresses set out in the Circular.

We will be seeking to conduct the EGM as safely and efficiently as possible and in compliance with the applicable law, and guidance in effect in connection with the Coronavirus (COVID-19) at the time of the EGM.

In the event that it is not possible to convene and hold the EGM either in compliance with applicable public health guidelines or requirements, applicable law or where it is otherwise considered that proceeding with the EGM as planned poses an unacceptable health and safety risk, the EGM may be adjourned or postponed to a different time and/or venue. Notification of any such adjournment or postponement will be given in accordance with the Company's Articles of Association and applicable law.

The Company will continue to monitor the impact of the Coronavirus (COVID-19) and any relevant updates regarding the EGM, including any changes to the arrangements outlined in the Circular, will be announced via a Regulatory Information Service announcement and will be available on [www.bankofireland.com/investor](http://www.bankofireland.com/investor).

Shareholders are also encouraged to keep up-to-date with, and follow the regulations and guidance from the Government of Ireland and the Department of Health as circumstances may change at short notice.

## **Further information in relation to the EGM**

### Documents

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

- (i) Circular which includes the Notice of the EGM and Chairman's Letter; and
- (ii) Form of Proxy.

The Circular, Form of Proxy and copies of the documents referred to in the Circular are available to view on the Company's website, [www.bankofireland.com/investor](http://www.bankofireland.com/investor), and will be available for inspection during normal business hours on any business day from the date of this notice until the EGM at the Company's offices at Baggot Plaza, 27-33 Upper Baggot Street, Dublin 4, D04 VX58, Ireland and at Arthur Cox's London office at 12 Gough Square, London, EC4A 3DW, United Kingdom.

Additionally, a copy of the Articles of Association in the proposed amended form is available on the Company's website [www.bankofireland.com/investor](http://www.bankofireland.com/investor) and will remain available up to the date of the EGM.

In accordance with Irish Listing Rule 6.1.59 and UKLA Listing Rule 9.6.1, these documents will be submitted to Euronext Dublin and the UK's National Storage Mechanism and will shortly be available for inspection at the following locations:

Company Announcements Office  
The Irish Stock Exchange t/a Euronext Dublin  
28 Anglesea Street  
Dublin 2

and at:

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

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

[www.bankofireland.com/investor](http://www.bankofireland.com/investor)

### Listening live to the EGM

If you wish to listen live to the EGM proceedings, you can do so by availing of the telephone facility and dialling-in to the following number at the time of the meeting:

Ireland:	01 800 946 812 or 01 242 1075
UK Direct:	0203 972 3299
International Direct:	+44 0203 972 3299
Passcode:	416 904 15#

Please note that you will still need to submit your proxy form by the relevant deadline before the EGM, as it will not be possible to vote using the telephone facility on the day of the EGM.

## Questions

Shareholders with questions are requested to submit those questions in writing in advance of the EGM either by post to the Group Secretary, Bank of Ireland Group plc, Baggot Plaza, 27 – 33 Upper Baggot Street, Dublin 4, D04 VX58, or by email to [egmquestions@boi.com](mailto:egmquestions@boi.com). Responses to the most common questions will be posted on our website on [www.bankofireland.com/investor](http://www.bankofireland.com/investor).

For further information, please contact:

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Sarah McLaughlin	Group Secretary	+353 (0) 76 624 8577
Darach O’Leary	Head of Group Investor Relations	+353 (0) 76 624 4711
Damien Garvey	Head of Group External Communications and Public Affairs	+353 (0) 76 624 6716

### **Important Note**

Announcements relating to the EGM contain (or may contain) certain forward-looking statements with respect to certain of the Company's current expectations and projections about future events, including the Migration, and the Company's future financial condition and performance. These statements, which sometimes use words such as “aim”, “anticipate”, “believe”, “may”, “will”, “should”, “intend”, “plan”, “assume”, “estimate”, “expect” (or the negative thereof) and words of similar meaning, reflect the directors' current beliefs and expectations and involve known and unknown risks, uncertainties and assumptions, many of which are outside the Company's control and difficult to predict (certain of which are set out in the Circular with respect to the Migration).

Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date hereof. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements in this announcement may not occur. The information contained in this announcement, including the forward-looking statements, speaks only as of the date of this announcement and is subject to change without notice and the Company does not assume any responsibility or obligation to, and does not intend to, update or revise publicly or review any of the information contained herein save where indicated in the Circular, whether as a result of new information, future events or otherwise, except to the extent required by Euronext Dublin, the Central Bank of Ireland, the UK Financial Conduct Authority, the London Stock Exchange, or by applicable law.

The defined terms set out in Part 9 of the Circular have the same meaning herein.