



## Frequently Asked Questions

### Proposed Cancellation of Listing of Ordinary Shares on the London Stock Exchange

Bank of Ireland Group plc (the “**Company**”) will convene its Annual General Meeting (“**AGM**”) on 21 May 2026 at 11.00am (Irish time), in order to approve certain resolutions, including in connection with the cancellation of its listing of ordinary shares in the capital of the Company (“**Ordinary Shares**”) on the equity shares (commercial companies) category (“**ESCC Listing**”) of the Official List of the UK Financial Conduct Authority (“**FCA**”) in accordance with the listing rules of the FCA (“**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 (“**LSE**”) (the “**Proposed UK Delisting**”).

This document has been prepared by the Company to assist shareholders in understanding the Proposed UK Delisting. Below is a series of questions and answers we feel may be helpful to shareholders.

This FAQ document should be read alongside the circular containing the notice of the AGM (“**Notice of AGM**”), which contains further details of the Proposed UK Delisting. The Notice of AGM is available at the Company’s website, [www.bankofireland.com/investor](http://www.bankofireland.com/investor).

#### SECTION 1: GENERAL

##### **Q. 1: What is the Proposed UK Delisting?**

The Board is proposing to cancel the Company’s listing of Ordinary Shares on the Official List of the FCA and to remove the Ordinary Shares from trading on the Main Market of the LSE. In practice, this means that, following the implementation of the Proposed UK Delisting, it will no longer be possible to trade Ordinary Shares on the LSE.

The Company’s primary listing on the Main Market of the Irish Stock Exchange plc, trading as Euronext Dublin (“**Euronext Dublin**”), will not be impacted if the Proposed UK Delisting is implemented.

##### **Q. 2: When will the Proposed UK Delisting take effect?**

If the Proposed UK Delisting is approved at the AGM, the anticipated last day of dealings in Ordinary Shares on the Main Market of the LSE will be 26 June 2026.

This date is indicative only and subject to change. In accordance with the FCA Listing Rules, the Proposed UK Delisting cannot take effect until at least 20 business days after the resolution approving the Proposed UK Delisting is passed.

##### **Q. 3: On what exchanges can I trade the Ordinary Shares after the Proposed UK Delisting is implemented?**

The Company will maintain its primary listing on the Main Market of Euronext Dublin. If the Proposed UK Delisting takes effect, the Company’s Ordinary Shares will be solely listed on Euronext Dublin.

##### **Q. 4: Why is the Company proposing to implement the Proposed UK Delisting?**

The Board keeps the Company’s listing arrangements under regular review. In recent years, trading volumes in the Ordinary Shares on the LSE have been negligible 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 Proposed UK Delisting.

**Q. 5: Can I vote on the Proposed UK Delisting at the AGM?**

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.

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

**Q. 6: Will there be a change in the Irish or UK tax implications of owning Ordinary Shares as a result of the Proposed UK Delisting?**

If implemented, the Proposed UK Delisting will not change the underlying tax treatment of Ordinary Shares. The Company will remain an Irish-incorporated and Irish-tax-resident company.

Shareholders who are in any doubt as to their own tax position should consult their own professional adviser.

**Q. 7: If implemented, what impact will the Proposed UK Delisting have on the Company’s business?**

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.

## **SECTION 2: FAQs FOR REGISTERED SHAREHOLDERS**

### **Q. 8: How do I know if I am a registered holder of Ordinary Shares?**

'Registered holders' refers to persons whose names are listed on the Company's Register of Members who do not hold their interests in Ordinary Shares through participant accounts 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**").

If you receive regular communications, dividend payments or a Statement of Holding from Computershare Investor Services (Ireland) Limited ("**Computershare**"), you are a 'registered holder'.

### **Q. 9: As a 'registered holder', what will happen to my Ordinary Shares on the Proposed UK Delisting?**

The Proposed UK Delisting will have no impact on how 'registered holders' hold their Ordinary Shares. Statements of Holding evidencing your shareholding will remain valid. If you decide to sell your Ordinary Shares after the Proposed UK Delisting, you should contact your stockbroker or independent financial adviser as normal to arrange for your shares to be sold on Euronext Dublin.

### **Q. 10: As a 'registered holder', do I need to take any action in relation to the Proposed UK Delisting?**

Other than as set out in Question 5 above with regards to voting on the Proposed UK Delisting Resolution, as a 'registered holder' you do not need to take any action in relation to the Proposed UK Delisting.

### **Q. 11: As a 'registered holder' will the Proposed UK Delisting impact how I receive dividends?**

No, the Proposed UK Delisting will not impact how you receive dividends. You will receive your dividends from the Company in the same way you normally do.

### **SECTION 3: FAQs FOR EUROCLEAR BANK PARTICIPANTS**

**Q. 12: I am a retail shareholder. How do I know if my Ordinary Shares are held as interests in a participant account in Euroclear Bank and whether I need to take any action as a result of the Proposed UK Delisting?**

If you hold interests through the EB System (“**EB Holder**”), they will be held by a broker, custodian or other intermediary on your behalf. You should, therefore, contact your broker, custodian or intermediary, or your independent financial adviser, if you have any queries on whether any action needs to be taken by you or on your behalf as a result of the Proposed UK Delisting.

**Q. 13: As an ‘EB Holder’, what will happen to my Ordinary Shares on the Proposed UK Delisting?**

The Proposed UK Delisting will have no impact on how EB Holders hold their interests in Ordinary Shares. If you decide to sell your interests in Ordinary Shares after the Proposed UK Delisting, you should contact your stockbroker as normal to arrange for your shares to be sold on Euronext Dublin.

**Q. 14: As an ‘EB Holder’, do I need to take any action in relation to the Proposed UK Delisting?**

Other than as set out in Question 5 above with regards to voting on the Proposed UK Delisting Resolution through your custodian, stockbroker or other intermediary, as an EB Holder you do not need to take any action in relation to the Proposed UK Delisting.

**Q. 15: As an EB Holder will the Proposed UK Delisting impact how I receive dividends?**

No, the Proposed UK Delisting will not impact how you receive dividends. You will receive your dividends through the processes and procedures you have in place with your custodian, stockbroker or other intermediary in the same way you normally do.

## **SECTION 4: FAQs FOR CDI HOLDERS**

### **Q. 16: I am a retail shareholder. How do I know if my Ordinary Shares are held as CDIs and whether I need to take any action as a result of the Proposed UK Delisting?**

If you hold CDIs, they will be held by a broker, custodian or other intermediary on your behalf. You should, therefore, contact your broker, custodian or intermediary, or your independent financial adviser, if you have any queries on whether any action needs to be taken by you or on your behalf as a result of the Proposed UK Delisting.

### **Q. 17: What will happen to my CDIs if the Proposed UK Delisting becomes effective?**

The existing CDI arrangements will remain in place following the implementation of the Proposed UK Delisting. Therefore, you may continue to hold your interests in Ordinary Shares in the form of CDIs in CREST after the implementation of the Proposed UK Delisting. Depending on the practices and procedures of your broker, custodian or nominee, you may be required to reposition your interests in Ordinary Shares to Euroclear Bank, however, you should contact your broker, custodian or nominee in this regard.

Brokers, custodians and nominees should contact Euroclear UK & International Limited, operator of CREST, with any queries or for assistance in cancelling CDIs and repositioning interests in Ordinary Shares to allow them to be held through a broker, custodian or nominee account in Euroclear Bank, the equivalent securities settlement system to CREST, which supports trades placed on Euronext Dublin.

### **Q. 18: As a CDI holder, can I trade on Euronext Dublin after the Proposed UK Delisting?**

After the Proposed UK Delisting, if you wish to trade on Euronext Dublin your broker, custodian or nominee will need to reposition your interests in Ordinary Shares into a Euroclear Bank participant account (a broker or custodian account). You should contact your broker, custodian or nominee for further information on this process including in relation to any charges that may apply. In some cases it may still be possible to settle trades on Euronext Dublin while holding CDIs, but this will depend on the practices and procedures of your broker, custodian or nominee.

Please refer to Question 17 for further information.

### **Q. 19: How do I reposition my interests in Ordinary Shares into a Euroclear Bank broker or custodian participant account?**

Please refer to Question 16.

### **Q. 20: My Ordinary Shares are held in CDI form by my broker on my behalf. My UK broker has told me that they cannot trade shares for me on Euronext Dublin. What should I do?**

Our understanding is that most UK brokers can facilitate the trading of shares on Euronext Dublin. If your broker cannot, for whatever reason, you should consider alternative arrangements or contact your independent financial adviser.

### **Q. 21: Do I need to pay Irish stamp duty on the repositioning of my interests in Ordinary Shares held as CDIs into a Euroclear Bank broker or custodian participant account?**

Holders of CDIs should not have any liability to stamp duty in respect of the repositioning of their interests in Ordinary Shares into a Euroclear Bank broker or custodian participant account on the basis that (i) there should be no change in the beneficial ownership of the interests in Ordinary Shares as a result of the repositioning of the interests in Ordinary Shares to Euroclear Bank; and (ii) the transfer into Euroclear Bank is not effected in contemplation of a sale of such interests in Ordinary Shares by a beneficial owner to a third party. Accordingly, unless a holder of CDIs effects a change in beneficial ownership of their interests in Ordinary Shares, such holder should have no liability to stamp duty arising from the repositioning of their interests in Ordinary Shares into a Euroclear Bank broker or custodian participant account.

You should consult your own personal tax advisor regarding the tax consequences of repositioning interests in Ordinary Shares in your particular circumstances.

**Q. 22: As a CDI holder at the dividend record date in respect of the final dividend proposed at the AGM, will the Proposed UK Delisting impact how I receive the final dividend?**

No, the Proposed UK Delisting will not impact how you receive the final dividend. If approved, the final dividend will be paid on 9 June 2026.

You should contact your broker, custodian or nominee regarding the availability of currency exchange services, to obtain details of any relevant terms and conditions or charges, and the impact of any change in how you hold your interest in Ordinary Shares.

**Q. 23: As a CDI holder, can I vote at the AGM?**

CDI holders at the vote entitlement record date (6:00 p.m. (Irish time) on Sunday, 17 May 2026) can vote at the 2026 AGM.

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

**Q. 24: How would holding interests in Ordinary Shares through Euroclear Bank differ from the holding interests as a CDI holder?**

The process and costs for holding and trading interests in Ordinary Shares held in Euroclear Bank may differ from those currently applicable to CDIs.

CDI holders should consult their broker, custodian or nominee, or their independent financial adviser, if they have any additional queries about the terms and conditions of holding interests through Euroclear Bank.

**Q. 25: As I will no longer be able to sell my Ordinary Shares on the LSE, rather than repositioning my CDIs into a participant account in Euroclear Bank, can the Company buy my Ordinary Shares from me under its share buy back programme?**

It will not be possible for the Company to directly acquire your Ordinary Shares.

**Q. 26: Does the CDI remain transferable in Crest post Delisting?**

The shares are still transferrable between Crest (CDI) and Euroclear Bank. The shares can also settle directly in Crest as a CDI but this would need bilateral agreement for the buyer and seller brokers to agree.

## **SECTION 5: SHAREHOLDER SUPPORTS**

**Q. 27: Who should I contact if I have a query?**

If you have any questions about the action you should take in connection with the Proposed UK Delisting, you should contact your broker, custodian or nominee, or your independent financial adviser, in the first instance.

If you have any questions about the Proposed UK Delisting please call Computershare, Computershare Investor Services (Ireland) Limited on +353 1 247 5414. Lines are open from 9.00 a.m. to 5.00 p.m. Monday to Friday, excluding bank holidays in Ireland. Please note that calls may be monitored or recorded and Computershare, as the Company's Registrar, cannot provide legal, tax or financial advice or advice on the merits of the Proposed UK Delisting.

Further details of the Proposed UK Delisting are contained in the Notice of AGM, which is available at the Company's website, [www.bankofireland.com/investor](http://www.bankofireland.com/investor).