



Frequently Asked Questions

Proposed Odd-lot Offer

Bank of Ireland Group plc (the “**Company**”) will convene its Annual General Meeting (“**AGM**”) on 21 May 2026 at 11.00 a.m. (Irish time), in order to approve certain resolutions, including in connection with an odd-lot offer for certain shareholders holding 30 or fewer ordinary shares in the capital of the Company (“**Ordinary Shares**”) (“**Odd-lot Holders**”), enabling them to sell their shares at a premium to market price (an “**Odd-lot Offer**”) without incurring stock broking fees.

This document has been prepared by the Company to assist shareholders in understanding the Odd-lot Offer. Below is a series of questions and answers we feel may be helpful to shareholders.

This document should be read alongside the circular containing the notice of the AGM (“**Notice of AGM**”), which contains further details of the Odd-lot Offer. The Notice of AGM is available at the Company’s website, www.bankofireland.com/investor.

Q. 1: What is the Odd-lot Offer?

The Odd-lot Offer will give eligible shareholders holding 30 Ordinary Shares or fewer the opportunity to sell those shares at a 5% premium to the market price without incurring any stock broking fees. Those eligible shareholders who wish to opt-out of such a sale can choose to do so. Eligible shareholders who do not opt-out of an Odd-lot Offer will have their Ordinary Shares acquired by the Company.

Q. 2: Is an Odd-lot Offer being made now?

No. At the 2026 AGM, shareholders will be asked to approve resolutions (16, 17 and 18) authorising the Board to make an Odd-lot Offer at any point within the following 18 months. All three resolutions must be passed by the required majority in order for the Odd-lot Offer to proceed. The timetable for this will be communicated directly to eligible shareholders at the time the Odd-Lot Offer is made.

Q. 3: Am I eligible to participate in the Odd-lot Offer?

Eligible Odd-lot Holders are shareholders:

- with registered addresses in Ireland or the UK; and
- who are recorded on the register of members of the Company as holding 30 or fewer Ordinary Shares in the register maintained by Computershare on 16 April 2026 (“**First Record Date**”), and who remain Odd-lot Holders on the record date announced by the Board when an Odd-lot Offer is declared (“**Second Record Date**”) (“**Eligible Odd-lot Holders**”).

Shareholders who are not Odd-lot Holders, or 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 holders of interests in Ordinary Shares through Euroclear Bank (“**Euroclear Participants**”) and/or CREST depositary interests (“**CDI Holders**”) have means of trading their Ordinary Shares through intermediaries, the Odd-lot Offer will not be open to Euroclear Participants or CDI Holders.

For securities law reasons, only those Odd-lot Holders with registered addresses in Ireland or the UK will be eligible to participate in an Odd-lot Offer.

If you are unsure whether you are a registered holder, you should contact your broker, nominee or other intermediary to clarify how your shares are held.

Q. 4: What price will the Ordinary Shares be bought at?

The Company will buy back Ordinary Shares from Eligible Odd-Lot Holders at a 5% premium to the 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 a Regulatory Information Service (RIS) at the time the Odd-lot Offer is made.

Q. 5: Why is the Company making an Odd-lot Offer?

The Board believes that an Odd-Lot Offer would benefit shareholders as a whole by reducing the Company's cost base and facilitating a reduction in the number of shareholders in an equitable manner. Of the approximately 75,500 registered holders of Bank of Ireland shares, around 26,000 (approximately 35%) hold 30 or fewer Ordinary Shares representing, in aggregate, only approximately 0.03% of the Company's issued share capital.

There are three main reasons for the Odd-Lot Offer:

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

Q. 6: Why has the Company chosen a holding of 30 Ordinary Shares or less?

At the current share price, a disposal of a holding of 30 Ordinary Shares or less would be largely absorbed by costs if sold through a broker. It represents a holding that is effectively trapped or uneconomic for the shareholder.

Q. 7: Will I have to sell my Ordinary Shares to the Company?

No. Any shareholder wishing to retain their shareholding will be able to opt-out of the Odd-lot Offer by completing and returning the opt-out form. Details of the action shareholders should take, including details of the Opt-Out Form, will be communicated to eligible shareholders at the time the Odd-lot Offer is made.

Shareholders cannot partially opt-out of an Odd-Lot Offer. Should an Eligible Odd-lot Holder attempt to opt-out on a partial basis, the shareholder will be deemed to have agreed to sell their entire holding without anything further being required. Shareholders who are not Eligible Odd-lot Holders will not be entitled to participate in the Odd-lot Offer, and will not be required to take any action to opt-out.

Q. 8: Does the Company need shareholder approval to proceed with an Odd-lot Offer?

Yes, shareholders are being asked to approve three resolutions at the AGM (Resolutions 16, 17 and 18) to provide the necessary authority for the Odd-lot Offer:

- Resolution 16 (special resolution): Proposes an amendment to the Company's Articles of Association to give the Company authority to implement an Odd-Lot Offer, including a provision under which Eligible Odd-Lot Holders who do not-opt out will be deemed to have agreed to sell their shares.
- Resolution 17 (ordinary resolution): Authorises the Directors to implement an Odd-lot Offer at any time within 18 months of the AGM, subject to the passing of Resolutions 16 and 18.

- Resolution 18 (special resolution): Approves the terms of the contract for the Odd-lot Offer for the purposes of the off-market purchase provisions of the Companies Act 2014, subject to the passing of Resolutions 16 and 17.

All three resolutions must be passed in order for the Board to have the authority to implement an Odd-lot Offer.

Q. 9: I want to sell my Ordinary Shares. What do I do?

If you are an Eligible Odd-lot Holder and you are happy for the Company to buy your odd-lot shareholding, you do not need to do anything further. If the shareholder resolutions are approved at the AGM, this will happen automatically if the Board implements an Odd-lot Offer.

Q. 10: Will I have to pay any dealing costs or other charges?

No, Eligible Odd-lot Holders will not bear any transaction costs with respect to any Odd-Lot Offer.

Q. 11: What happens if I am an Eligible Odd-lot Holder and I do nothing?

If you are an Eligible Odd-lot Holder and you take no action when the Odd-lot Offer is made you will be deemed to have accepted the Odd-lot Offer and your Ordinary Shares will be purchased by the Company. You will receive the proceeds of the sale in accordance with the payment terms of the Odd-lot Offer.

Q. 12: How will I be paid for my Ordinary Shares?

Payment will be made by cheque. 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, converted from the euro offer price at an exchange rate determined by the Company by reference to the exchange rate prevailing on the day of conversion. Fluctuations in the euro/sterling exchange rate are outside of the control of the Company and are at the risk of shareholders tendering their shareholdings.

Any unclaimed proceeds will be retained by the Company until claimed. Any proceeds not claimed within 12 years from the date of sale may be donated to one or more charitable institutions nominated by the Board.

Q. 13: What happens to my Ordinary Shares after they are purchased by the Company?

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

Q. 14: What are the tax implications of participating in the Odd-lot Offer?

Shareholders should take into account the tax implications for them of participating in the Odd-lot Offer. A general description of the Irish and UK tax treatment of participating in the Odd-lot Offer for certain classes of shareholder will be made available on the Company's investor relations website at <https://investorrelations.bankofireland.com> in the event that an Odd-Lot Offer is implemented.

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

Q. 15: Can I deliberately reduce my holding to 30 Ordinary Shares or fewer in order to participate in the Odd-lot Offer?

The Board reserves the right, in its absolute discretion, to refuse to implement the purchase of Ordinary Shares pursuant to the Odd-lot Offer in respect of any shareholder whom the Directors believe has either become a holder of 30 or fewer Ordinary Shares in order to take advantage of the Odd-Lot Offer, or has split their existing shareholding in order to participate. Such shareholders will have no claim against the Company or any Director in connection with such refusal.

Q. 16: I'm not sure if I want to sell my Ordinary Shares now. Will the Company do another Odd-lot Offer in the future?

At this time, the Board has no plans to launch another Odd-lot Offer.

Q. 17: Who should I contact if I have a query?

If you have any questions about the action you should take in connection with the Odd-lot Offer, you should contact your broker, custodian or nominee, or your independent financial adviser, in the first instance.

If you have any questions about the Odd-lot Offer please call Computershare 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 Odd-lot Offer.

Further details of the Odd-lot Offer are contained in the Notice of AGM, which is available at the Company's website, www.bankofireland.com/investor