

Bank of Ireland Group plc

Notice of Annual General Meeting

To be held on
Tuesday 25 May 2021
at 11.00 a.m.

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.

Your attention is drawn to the special arrangements for the Annual General Meeting (“AGM”) in response to the Coronavirus (COVID-19) set out in this document.

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.

Notice of the Annual General Meeting of Bank of Ireland Group plc (the “**Company**”) is set out on pages 9 to 11 of this document.

Shareholders are entitled to appoint a proxy in respect of the AGM. Following the migration of the Company’s ordinary shares from the CREST system (“**CREST**”) to the securities settlement system operated by Euroclear Bank SA/NV (“**Euroclear Bank**”) (the “**EB System**”) on 15 March 2021, the process for appointing a proxy and/or voting at the AGM will depend on the manner in which you hold your ordinary shares. If you appoint someone other than the Chair of the AGM to be your proxy, that person may not be able to attend the AGM if the prevailing COVID-19 measures require the Company to conduct the AGM as a closed meeting.

Further information on the procedures to be followed in order to validly appoint a proxy are set out under the heading “Voting Instructions” on pages 6 to 8 of this document and in the Notes to the Notice of AGM.

In particular, persons who hold their interests in ordinary shares as Belgian law rights through the EB System or as CREST Depository Interests (“**CDIs**”) through CREST should consult with their 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 holders of ordinary shares in certificated (i.e. paper) form, or through the Euroclear 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. on Sunday, 23 May 2021. Persons holding interests in ordinary shares through the Euroclear System or CREST (via a holding in CDIs), will also need to comply with any additional voting deadlines imposed by the respective service offerings. Again, all persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.

Chairman's letter



21 April 2021

Dear Shareholder,

You will find the Notice convening the AGM of Bank of Ireland Group plc on pages 9 to 11 of this document (the “**Notice of AGM**”).

The AGM will be held at 11.00 a.m. on Tuesday, 25 May 2021 at Baggot Plaza, 27 – 33 Upper Baggot Street, Dublin 4, D04 VX58.

Meeting Arrangements

The well-being of shareholders, employees and service providers is a primary concern for the directors of the Company, and we are closely monitoring any regulations and guidance by the Government of Ireland and the Department of Health in relation to COVID-19.

Unless there is a significant change to the restrictions on travel and meetings under the regulations and guidance currently in place, the AGM will proceed as a closed meeting. However, shareholder engagement is important to the Directors and we have introduced a number of mechanisms to facilitate shareholder engagement in this environment:

- A live audiocast of the AGM will be available to shareholders, via an online platform facilitated by a third party, Lumi Global (the “**Lumi platform**”). Details on how to access the Lumi platform are outlined on pages 7 and 8 of this document.
- Shareholders can also listen live to the AGM by telephone on the following numbers:

Ireland:	01 5060650 or 1800 948487
UK Direct:	0800 2796 619
International direct:	+44 2071 928 338
Passcode:	4743829.
- Shareholders can 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 in advance of the AGM. 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.
- Shareholders will also be invited to submit questions during the AGM via the Lumi platform. Details on how to submit a question during the AGM via the Lumi platform are outlined on page 8 of this document.
- Shareholders 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 without the need to attend in person. It will not be possible to vote via the Lumi platform or the telephone facility. Details on proxy voting are outlined on pages 6 and 7 of this document and in the Notes to the Notice of AGM.

We will seek to conduct the AGM as safely and efficiently as possible and in compliance with the applicable law, regulations, and guidance in effect in connection with COVID-19 at the time of the AGM.

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

The Company will continue to monitor the impact of COVID-19 and shareholders should monitor the Company's website, www.bankofireland.com/investor, for any update announcements regarding the AGM.

The resolutions proposed at the AGM, along with my comments on the resolutions, are as follows:

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 2020, together with the Report of the Directors and the Auditor's Report.

Resolutions 2(a) and 2(b) to (k), which are proposed as separate resolutions, relate to the election and re-election of Directors.

In accordance with the UK Corporate Governance Code, which recommends the annual re-election of Directors, all Directors are retiring at the AGM.

The following Directors, being eligible, are offering themselves for re-election: Evelyn Bourke, Ian Buchanan, Eileen Fitzpatrick, Richard Goulding, Michele Greene, Patrick Kennedy, Francesca McDonagh, Fiona Muldoon, Myles O'Grady and Steve Pateman. A note on my tenure as Chairman is contained in the 2020 Annual Report on pages 81 to 82.

Giles Andrews was appointed to the Board on 17 November 2020 and, being eligible, offers himself for election to the Board.

The performance of each Director has been formally evaluated and the Board is satisfied that each Director standing for election/re-election makes a valued contribution to the deliberations of the Board, provides constructive challenge, and demonstrates continuing 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 pages 17 to 20 of this document.

Resolution 3 proposes the continuation in office of KPMG as 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.

Resolution 4 proposes to authorise the Directors to fix the remuneration of the Auditor for the 2021 financial year.

Resolution 5 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 2020 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 6 proposes a non-binding advisory resolution that Shareholders receive and consider the Report on Directors' Remuneration for the year ended 31 December 2020 as set out on pages 121 to 133 of the 2020 Annual Report.

Resolution 7 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 approximately 10% of its issued Ordinary Shares.

Such authority would expire on the earlier of the AGM to be held in 2022 or 25 August 2022. While the Directors do not have any current intention to exercise the power to purchase the Company's own Ordinary Shares (and have no conflict of interest in making this recommendation), the Board considers it to be desirable for this general authority to be available to provide flexibility in the management of the Company's capital resources. Any Ordinary Shares so purchased would be cancelled.

Any such purchases would be made only at a price level that the Directors considered to be in the best interest of shareholders generally, after taking into account 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 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 8, in accordance with Investment Association guidelines, proposes to authorise the Directors to issue new Ordinary Shares up to a maximum of 356,011,500 Ordinary Shares, representing approximately 33% of the issued share capital of the Company as at 12 April 2021 (the latest practicable date prior to the publication of this document), subject to statutory pre-emption rights where applicable. Resolution 8 is proposed as an ordinary resolution.

Such authority would expire on the earlier of the AGM to be held in 2022 or 25 August 2022. There are currently no plans to issue any Ordinary Shares on foot of this authorisation.

Resolutions 9 and 10, which are proposed as special resolutions, are to authorise the Directors to allot Ordinary Shares on a non-pre-emptive basis 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 9 is limited to an allotment pursuant to a rights issue authorised under resolution 8 and up to 53,941,000 Ordinary Shares (representing approximately 5% of the Company's issued Ordinary Shares as at 12 April 2021, the latest practicable date before the publication of this document) otherwise than in connection with an offer to Ordinary Shareholders in accordance with their pre-emption rights.

Resolution 10 authorises the disapplication of pre-emption rights in respect of an additional 53,941,000 Ordinary Shares (representing approximately 5% of the Company's issued Ordinary Shares as at 12 April 2021, the latest practicable date before the publication of this document) for the purposes of financing a transaction (or refinancing within six 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 Directors confirm their intention to follow the provisions of the Pre-emption Principles regarding cumulative usage of authorities within a rolling three-year period. Such authorities would expire on the earlier of the AGM to be held in 2022 or 25 August 2022. There are currently no plans to issue any Ordinary Shares on foot of this authorisation.

Resolutions 11 and 12 propose to renew the Directors' authority to allot Ordinary Shares on conversion or exchange of Additional Tier 1 Contingent Equity Conversion Notes on a non-pre-emptive basis up to an aggregate of 161,823,000 Ordinary Shares of €1.00 each, which approximates to 15% of the issued Ordinary Shares of the Company as at 12 April 2021, the latest practicable date before the publication of this document.

The authority sought in these resolutions will provide the Directors with a degree of flexibility to comply with, or maintain compliance with, regulatory capital requirements or targets applicable to the Company or its subsidiaries.

Resolution 11 authorises the issue of AT1 ECNs and resulting Ordinary Shares and is proposed as an ordinary resolution. Resolution 12 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 11 and 12, which is in addition and separate to the authorities resolutions 8, 9 and 10, is consistent with the authority received at the AGM in 2020. Such authority would expire on the earlier of the AGM to be held in 2022 or 25 August 2022.

Recommendation

The Board of Directors believes that the resolutions to be proposed at the AGM are in the best interests of the Company and its Shareholders as a whole and, therefore, 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 248,645 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 on-line as soon as it is published on our website.

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

Urgent action to be taken

The migration of the Company's ordinary shares from CREST to the securities settlement system operated by Euroclear Bank, on 15 March 2021, has affected the process for appointing a proxy and/or voting on the resolutions to be proposed at the AGM. The process to be followed will depend on the manner in which you hold your ordinary shares. In particular, persons who hold their interests in ordinary shares as Belgian law rights through the EB System or as CREST Depository Interests ("CDIs") through CREST should consult with their 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. Detailed instructions on appointing a proxy and voting are set out on pages 6 and 7 of this document.

Shareholders should review the detailed instructions on how to access the audiocast of the AGM and how to raise questions in advance of or during the AGM, which are set out on pages 7 and 8 of this document.

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

Yours faithfully,

Patrick Kennedy

Chairman

Voting instructions

Shareholders are entitled to appoint a proxy in respect of the AGM. Following the migration of the Company's Ordinary Shares from the CREST system ("**CREST**") to the securities settlement system operated by Euroclear Bank SA/NV ("**Euroclear Bank**") (the "**EB System**") on 15 March 2021, the process for appointing a proxy and/or voting at the meeting will depend on the manner in which you hold your Ordinary Shares and is set out in further detail below.

If you appoint someone other than the Chair of the AGM to be your proxy, that person may not be able to attend the meeting if the prevailing COVID-19 measures require the Company to conduct the AGM as a closed meeting.

Holders of Ordinary Shares in certificated (i.e. paper) form

You will find a Form of Proxy accompanying this document for use in connection with the AGM. For Shareholders whose name appears on the register of members of the Company (being those who hold their shares in certificated (i.e. paper) form) the Form of Proxy (together with any power of attorney or other authority under which it is executed, or a duly certified copy thereof) should be completed and returned as soon as possible to the Company's Registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, or by submitting your proxy details electronically at www.eproxyappointment.com, and in any event, in order to be valid, so as to arrive not later than 11.00 a.m. on Sunday, 23 May 2021. Shareholders voting electronically will need their 5-digit PIN Number, Shareholder Reference Number and the Control Number, which are all printed on the enclosed Form of Proxy.

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, subject to compliance with Government regulations and public health guidance in relation to COVID-19.

Holders of Ordinary Shares through the EB System or CREST

Persons who hold their interests in Ordinary Shares as Belgian law rights through the EB System or as CREST Depositary Interests ("**CDIs**") through CREST should consult with their 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. For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian.

Further information for holders of CDIs ("**CDI Holders**")

In respect of CDI Holders, Euroclear UK & Ireland Limited ("**EUI**"), the operator of CREST, has arranged for voting instructions relating to CDIs held in CREST to be received via a third party service provider, Broadridge Financial Solutions Limited ("**Broadridge**"). Further details on this service are set out on the "All you need to know about SRD II in Euroclear UK & Ireland" webpage of the Euroclear Bank website (www.euroclear.com), which is accessible to CREST participants (see the section "CREST International Service – Proxy voting").

If you are a CDI Holder you will be required to make use of the EUI proxy voting service facilitated by Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions. 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: eui.srd2@euroclear.com.

Fully completed and returned applications 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.

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 CREST members on 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. Broadridge's voting deadline is expected to be earlier than Euroclear Bank's voting instruction deadline as set out below and is expected to be at least two (2) days prior to Euroclear Bank's voting instruction deadline, and is expected to be the close of business on Wednesday, 19 May 2021.

At the date of this document, Broadridge have not clarified how their voting arrangements will operate where the record date is later than the voting instruction date, however as the CDI voting deadline is expected to be before the record date, CDI holders that want to appoint and instruct the chairman of the AGM as their proxy and vote on their behalf at the AGM may need to make additional arrangements to send a TTE (transfer-to-escrow) instruction to an EUI escrow account. If required, it is envisaged that the securities will be released from escrow, as soon as practicably possible, on the business day following the record date for the AGM, unless otherwise specified by Broadridge. TTE instructions are read in conjunction with the voting instructions formally lodged and on their own do not constitute voting instructions.

CDI Holders should pay close attention to any notices specifically relating to this AGM and are strongly encouraged to familiarise themselves with Broadridge's new arrangements when clarified, including the new 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.

CDI holders are additionally advised that any purchases which are expected to settle after close of business on 19 May 2021 and before the record date are expected to be settled on the basis that the purchaser may be unable to exercise any underlying voting or attendance rights.

Broadridge will use best endeavours to accept late votes, changes and cancellations from a CDI Holder after the voting deadline but there is no guarantee that these will be processed within the requisite timeframes.

Further information for EB Participants

Persons who hold their interests in Ordinary Shares through a participant account in the EB System ("**EB Participants**") can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in February 2021 and entitled "Euroclear Bank as issuer CSD for Irish corporate securities" and available on the Euroclear Bank website (www.euroclear.com). EB Participants can either send:

- electronic voting instructions to instruct Euroclear Nominees Limited (i.e. the nominee of Euroclear Bank) ("**Euroclear Nominees**") to either itself or by appointing the Chair of AGM as proxy:
 - vote in favour of all or a specific resolution(s);
 - vote against all or a specific resolution(s);
 - abstain from all or a specific resolution(s); or
 - give a discretionary vote to the Chair of AGM in respect of one or more of the resolutions being put to a shareholder vote; or
- a proxy voting instruction to appoint a third party (other than Euroclear Nominees/the Chair of AGM) to attend the AGM and vote for the number of Ordinary Shares specified in the proxy voting instruction by providing Euroclear Bank with the proxy details as requested in its notification (e.g. proxy first name, proxy last name, proxy address). There is no facility to offer a letter of representation or to appoint a corporate representative other than through submission of third party proxy appointment instructions.

Euroclear Bank's voting instruction deadline is expected to be prior to the close of business on Friday, 21 May 2021. Euroclear Bank may block the instructed positions of EB Participants in Ordinary Shares between its voting instruction deadline and the close of business on the record date for the AGM (i.e. close of business on Friday, 21 May 2021). Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline.

EB Participants are strongly encouraged to familiarise themselves with the new arrangements with Euroclear Bank, including the new voting deadlines and procedures.

Deadlines for receipt by the Company of proxy voting instructions

All proxy voting instructions (whether submitted directly by way of a completed Form of Proxy, or electronically at www.eproxyappointment.com, in the case of holders of Ordinary Shares in certificated (i.e. paper) form, or through the EB System (in the case of EB Participants) or CREST (in the case of CDI Holders), must be received by the Company's Registrar no later than 11.00 a.m. on 23 May 2021, (or, in the case of any adjournment, no later than 48 hours before the time fixed for holding the adjourned AGM). Persons holding interests in Ordinary Shares through the EB System or CREST (as CDI Holders) will also need to comply with any additional voting deadlines imposed by the respective service offerings. All persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.

Listening live to the AGM via the Lumi platform

If you wish to listen live to the AGM proceedings you can do so by logging onto the Lumi platform. In order to attend the AGM and ask questions via the Lumi platform,

holders of certificated shares or any person acting as a proxy will need to connect to <https://web.lumiagm.com>. Once shareholders have accessed <https://web.lumiagm.com> from a web browser on a tablet or computer, they will be asked to enter the Lumi Meeting ID which is 142-743-990. Shareholders will then be prompted to enter a SRN and a PIN. The SRN and PIN can be found on the top of the Form of Proxy enclosed with this Notice. Access to the Lumi platform for the purpose of the AGM will be available from 30 minutes before the meeting start time. During the AGM, shareholders (or their proxy) must ensure they are connected to the internet at all times in order to listen to the chairman of the AGM and ask questions. Therefore, it is the shareholders' (or their proxy's) responsibility to ensure their connection to the internet for the duration of the AGM. A duly appointed proxy or corporate representative should contact their nominee in order to access the Lumi platform. CDI holders or EB Participants (or underlying beneficial holders) wishing to access the Lumi platform must arrange to have themselves appointed as their own proxy as explained in notes 12 to 18 of the Notes to the Notice of AGM. Persons appointed as a proxy for a shareholder of the Company should contact the Company's Registrar, Computershare Investor Services (Ireland) Limited before 10.00 a.m. on Monday, 24 May 2021 by emailing clientservices@computershare.ie for unique log-in credentials in order to access the AGM.

question, click on the arrow icon to the right of the text box.

Listing live to the AGM by telephone

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

Ireland:	01 5060650 or 1800 948487
UK Direct:	0800 2796 619
International direct:	+44 2071 928 338
Passcode:	4743829

Shareholders are advised to submit their proxy form by the relevant deadline before the AGM, as it will not be possible to vote using the Lumi platform or by telephone.

Questions

If you would like to submit a question in advance of the AGM, please send it 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 in advance of the AGM. We will respond to questions by making written responses available on our website at www.bankofireland.com/investor. Any other questions submitted that are not related to the business of the meeting will be responded to subsequently by an appropriate executive.

Alternatively, there will be a facility to submit questions online during the AGM via the Lumi platform. Select the messaging icon from within the navigation bar and type your question at the bottom of the screen. To submit your

Notice of the Annual General Meeting

Notice is hereby given that the Annual General Meeting (the “**AGM**”) of Bank of Ireland Group plc (the “**Company**”) will be held on Tuesday, 25 May 2021, at 11.00 a.m. in Baggot Plaza, 27 – 33 Upper Baggot Street, Dublin 4, D04 VX58 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 2020 together with the Report of the Directors and the Auditor’s Report.

2. To elect the following Director to the Board, by separate resolution:

(a) Giles Andrews

To re-elect the following Directors to the Board, by separate resolutions:

(b) Evelyn Bourke

(c) Ian Buchanan

(d) Eileen Fitzpatrick

(e) Richard Goulding

(f) Michele Greene

(g) Patrick Kennedy

(h) Francesca McDonagh

(i) Fiona Muldoon

(j) Myles O’Grady

(k) Steve Pateman

3. To consider the continuation in office of KPMG as Auditor of the Company until the conclusion of the next AGM of the Company.
4. To authorise the Directors to fix the remuneration of the Auditors for the 2021 financial year.
5. 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.”

6. To receive and consider, and if thought fit approve, the 2020 Directors’ Remuneration Report, as set out on pages 121 to 133 of the 2020 Annual Report.
7. 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 107,882,287 Ordinary Shares;
- (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 the Irish Stock Exchange, t/a Euronext Dublin (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 the Irish Stock Exchange, t/a Euronext Dublin (or any successor publication thereto);

(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 an Ordinary Share; 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 earlier of the date of the next Annual General Meeting of the Company after the passing of this resolution or 25 August 2022 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."

8. 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 356,011,500 Ordinary Shares of €1.00 each, provided that this authority shall expire at the close of business on the date of the Annual General Meeting of the Company to be held in 2022 or on 25 August 2022, 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."

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

"THAT, if resolution 8 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 10, 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 8 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 53,941,000 Ordinary Shares of €1.00 each (being equivalent to approximately 5% of the nominal value of the issued Ordinary Share capital of the Company as at the date of this resolution);

provided that this authority shall expire at the close of business on the date of the Annual General Meeting of the Company to be held in 2022 or 25 August 2022, 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 the authority had not expired."

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

"THAT if resolution 8 is passed, the Directors be and are hereby authorised, in addition to any authority granted under resolution 9, to issue and allot equity securities (as defined in 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 sub-section (1) of section 1022 of the Companies Act 2014 did not apply to any such issue or allotment, such authority to be:

- (a) limited to the allotment of equity securities up to 53,941,000 Ordinary Shares of €1.00 each; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six 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 the authority will expire at the close of business on the date of the Annual General Meeting of the Company to be held in 2022 or 25 August 2022, 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."

11. 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 8, 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 161,823,000 Ordinary Shares of €1.00 each and of AT1 ECNs convertible or

exchangeable into Ordinary Shares up to such maximum aggregate nominal amount;

- (ii) expire on 25 August 2022 or at the close of business on the date of the Annual General Meeting of the Company to be held in 2022, 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."

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

"THAT, if resolution 11 is approved, and in addition and separate to the authorities granted by resolutions 8, 9 and 10, 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 11) 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 11 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 11, provided that this authority shall expire at the close of business on the date of the Annual General Meeting of the Company to be held in 2022 or 25 August, 2022, 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."

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

Important notice to Shareholders regarding Coronavirus (COVID-19)

1. The well-being of shareholders, employees and service providers is a primary concern for the directors of the Company. Due to the restrictions on travel and meetings under the regulations and the guidance issued by the Government of Ireland and the Department of Health relating to the Coronavirus (COVID-19), the AGM will proceed under very constrained circumstances:

- **Shareholders are requested not to attend the AGM in person and instead to submit a proxy instruction to ensure they can vote and be represented at the AGM without attending in person.** This can be done in advance of the AGM by availing of one of the ways you can appoint a proxy set out in these notes. Please note the deadlines for receipt of the proxy appointment for it to be valid. By submitting a proxy instruction you will be able to ensure that your vote on the proposed resolutions is cast at the AGM in accordance with your wishes without attending in person.
- If you wish to listen live to the AGM proceedings, you can do so by logging on the Lumi platform or availing of the telephone facility as set out at note 5 below. Shareholders wishing to avail of these should please ensure that they have submitted their proxy form by the relevant deadline in advance of the AGM, as it will not be possible to vote using these facilities.
- Shareholders with questions are requested to submit those questions and evidence of their shareholding in writing in advance of the AGM 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 agmquestions@boi.com. Responses to the most common questions will be posted on our website on www.bankofireland.com/investor and we also anticipate responding to all questions individually by correspondence. Alternatively, for Shareholders listening live to the AGM through the Lumi platform there will be a facility to submit questions online during the AGM.
- Overall, we will be seeking to conduct the AGM as safely and efficiently as possible and in compliance with the applicable law, regulations and guidance

in effect in connection with the Coronavirus (COVID-19) at the time of the meeting.

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

Entitlement to attend and vote

3. Only those Shareholders who are holders of fully paid shares of the Company and are registered on the Company's register of members at:
- close of business on 21 May 2021 (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 shall be entitled to participate and/or vote at the AGM.

Website giving information regarding the AGM

4. This AGM notice, details of the total number of shares and voting rights at the date of giving this notice, the documents to be submitted to the meeting, copies of any draft resolutions and copies of the forms to be used to vote by proxy are available on the Company's website at: www.bankofireland.com/investor.

Listening live to the AGM via the Lumi platform or by telephone

5. In order to attend the AGM and ask questions via the Lumi platform, holders of certificated shares or any person acting as a proxy will need to connect to <https://web.lumiagm.com>. Lumi is compatible with the latest browser versions of Chrome, Firefox, Internet Explorer 11 (Internet Explorer V10 and lower are not supported), Edge and Safari and can be accessed using any web browser on a PC or smartphone device. Once shareholders have accessed <https://web.lumiagm.com> from a web browser on a tablet or computer, they will be asked to enter the Lumi Meeting ID which is 142-743-990. Shareholders will then be prompted to enter a SRN and a PIN. The SRN and PIN can be found on the top of the Form of Proxy enclosed with this Notice of AGM. Access to the Lumi platform for the purpose

of the AGM will be available from 30 minutes before the meeting start time. During the AGM, shareholders (or their proxy) must ensure they are connected to the internet at all times in order to listen to the chairman of the meeting and ask questions. Therefore, it is the shareholders' (or their proxy's) responsibility to ensure their connection to the internet for the duration of the AGM. A duly appointed proxy or corporate representative should contact their nominee in order to access the Lumi platform. CDI holders or EB Participants (or underlying beneficial holders) wishing to access the Lumi platform must arrange to have themselves appointed as their own proxy as explained in notes 12 to 18 below. Persons appointed as a proxy for a shareholder of the Company should contact the Company's Registrar, Computershare Investor Services (Ireland) Limited before 10.00 a.m. on 24 May 2021 by emailing clientservices@computershare.ie for unique log-in credentials in order to access the AGM. Shareholders are advised to submit their proxy form by the relevant deadline before the AGM, as it will not be possible to vote using the Lumi platform.

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

Ireland:	01 5060650 or 1800 948487
UK Direct:	0800 2796 619
International direct:	+44 2071 928 338
Passcode:	4743829

It will not, however, be possible for shareholders to vote during the AGM using the telephonic or audio webcast access facilities. In order to vote please follow the steps set out below to appoint a proxy in advance of the AGM.

Appointment of proxies

6. 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 1 247 5414 or via electronic means by sending an email to the Registrar at: clientservices@computershare.ie. Holders of CREST Depository Interests ("**CDIs**") ("**CDI Holders**") and/or investors who hold their interests in ordinary shares through a participant account in the Euroclear Bank SA/NV ("**Euroclear Bank**") system (the "**EB System**") ("**EB Participants**") wishing to attend, speak or ask questions at the AGM must arrange to have themselves appointed as their own proxy as explained in notes 12 to 18 below.
7. A Form of Proxy for use by Shareholders is enclosed with this Notice of AGM (or is otherwise being delivered to Shareholders).
8. 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

9. 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 and hold ordinary shares in certificated (i.e. paper) form:
 - (i) by attending the AGM in person (subject to compliance with applicable public health guidelines relating to the ongoing COVID-19 pandemic); or
 - (ii) by appointing (either electronically or by returning a completed Form of Proxy) the Chair of the AGM or another person as a proxy to attend the AGM and vote on your behalf; or
 - (b) in the case of CDI Holders:
 - (i) by sending electronic voting instructions to Euroclear Bank via Broadridge Financial Solutions Limited ("**Broadridge**"), a third party service provider; or
 - (ii) 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:
 - (i) by sending electronic voting instructions to Euroclear Bank via SWIFT or to EasyWay Corporate Actions; or
 - (ii) 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 Chair of the AGM) to attend and vote at the meeting.

Persons who hold their interests in the ordinary shares of the Company as Belgian law rights through the EB System or as CDIs should consult with their stockbroker

or other intermediary at the earliest opportunity for further 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.

Completion of a Form of Proxy

10. Shareholders who are registered members and hold ordinary shares in certificated (i.e. paper) form 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).
11. Shareholders who are registered members and hold ordinary shares in certificated (i.e. paper) form 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: 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.
12. In respect of CDI Holders, Euroclear UK & Ireland Limited ("EUI"), the operator of the CREST system ("CREST"), 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 & Ireland" webpage of the Euroclear Bank website (www.euroclear.com) which is accessible to CREST participants (see section CREST International Service – Proxy voting).
13. 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: eui.srd2@euroclear.com.
14. 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.
15. 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.
16. Broadridge's voting deadline is expected to be earlier than Euroclear Bank's voting instruction deadline as set out below Euroclear Bank's voting instruction deadline, and is expected to be the close of business on Wednesday, 19 May 2021.

Proxy voting by CDI Holders

12. In respect of CDI Holders, Euroclear UK & Ireland Limited ("EUI"), the operator of the CREST system ("CREST"), 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 & Ireland" webpage of the Euroclear Bank website (www.euroclear.com) which is accessible to CREST participants (see section CREST International Service – Proxy voting).
13. 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

At the date of this Notice of AGM, Broadridge have not clarified how their voting arrangements will operate where the record date is later than the voting instruction date, however as the CDI voting deadline is expected to be before the record date, CDI holders that want to appoint and instruct the chairman of the AGM as their proxy and vote on their behalf at the AGM may need to make additional arrangements to send a TTE (transfer-to-escrow) instruction to an EUI escrow account. If required, it is envisaged that the securities will be released from escrow, as soon as practicably possible, on the business day following the record date for the AGM, unless otherwise specified by Broadridge. TTE instructions are read in conjunction with the voting instructions formally

lodged and on their own do not constitute voting instructions.

CDI Holders should pay close attention to any notices specifically relating to this AGM and are strongly encouraged to familiarise themselves with Broadridge's new arrangements when clarified, including the new 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.

CDI holders are additionally advised that any purchases which are expected to settle after close of business on 19 May 2021 and before the record date will be settled on the basis that the purchaser may be unable to exercise any underlying voting or attendance rights.

Broadridge will use best endeavours to accept late votes, changes and cancellations from a CDI Holder after the voting deadline but there is no guarantee that these will be processed within the requisite timeframes.

Proxy voting by EB Participants

17. EB Participants can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in February 2021 and entitled "Euroclear Bank as issuer CSD for Irish corporate securities" and available on the Euroclear Bank website (www.euroclear.com). EB Participants can either send:

- (a) electronic voting instructions to instruct Euroclear Nominees to either itself, or by appointing the Chair of the AGM as a proxy:
 - (i) vote in favour of all or a specific resolution(s);
 - (ii) vote against all or a specific resolution(s);
 - (iii) abstain in respect of all or a specific resolution(s); or
 - (iv) give a discretionary vote to the Chair of the AGM for all or a specific resolution(s); or
- (b) a proxy voting instruction to appoint a third party (other than Euroclear Nominees or the Chair of the AGM), who may be a corporate representative or the EB Participant themselves, to attend the meeting and vote the number of ordinary shares specified in the proxy voting instruction by providing Euroclear Bank with the proxy details as requested in its notification (e.g. proxy first name, proxy last name, proxy address). There is no facility to offer a letter of representation or to appoint a corporate representative other than through submission of third party proxy appointment instructions.

18. Euroclear Bank's voting instruction deadline is

expected to be prior to the close of business on Friday, 21 May 2021. Euroclear Bank may block the instructed positions of EB Participants in Ordinary Shares between its voting instruction deadline and the close of business on the record date for the AGM (i.e. close of business on Friday, 21 May 2021). Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline.

Voting by Corporate Representatives

19. Any corporation sole or body corporate which is a registered member and holds ordinary shares in certificated (i.e. paper) form 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. In light of the restrictions and guidelines in relation to the Coronavirus (COVID-19), corporations sole or bodies corporate wishing to vote at the AGM are requested to submit a proxy form or otherwise appoint a proxy in advance of the meeting rather than appoint a corporate representative. 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 12 to 18.

Submission of questions

20. 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 preparation for the meeting or the confidentiality or business interests of the Company; or (c) it appears to the Chair of the AGM that it is undesirable in the interests of good order of the meeting that the question be answered.

21. If you wish to submit a question in advance of the AGM, please send your question(s) in writing together with evidence of their shareholding by email to agmquestions@boi.com or send it in writing to the Group Secretary, Baggot Plaza, 27 – 33 Upper Baggot Street, Dublin 4, D04 VX58 in advance of the AGM.

Alternatively, for Shareholders listening live to the AGM through the Lumi platform there will be a facility to submit questions online during the AGM.

Shareholders' right to table draft resolutions

22. 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, 40 Mespil Road, Dublin 4, D04 C2N4 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.

23. 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

24. 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

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

Appendix 1



Patrick Kennedy

Independent (on appointment)

Role

Non-Executive Director (July 2010). Chairman (August 2018, Deputy Chairman April 2015). Chair, Nomination, Governance and Responsible Business Committee (August 2018, Member from September 2014).

Member, Risk Committee from January 2011 and Chair July 2016 to July 2018. Member, Remuneration Committee from January 2011 to July 2016. Member of the Audit Committee from July 2016 to July 2018.

Member of Group Transformation Oversight Committee (August 2018).

Particular Skills

Strong leadership qualities. Deep knowledge of the Group with exceptional commercial acumen. In-depth knowledge of international business, management, finance, corporate transactions, strategic development and risk management gained from a highly successful career in national and international business.

External Appointments

Chairman of Cartrawler. Honorary Treasurer of the Irish Rugby Football Union.

Experience

Patrick was chief executive of Paddy Power plc from 2006 to 2014, prior to which he served as an executive director from 2005 and non-executive director from 2004. Prior to joining Paddy Power plc, Patrick worked at Greencore Group plc for seven years where he was CFO and also held a number of senior strategic and corporate development roles. He previously worked with KPMG Corporate Finance in Ireland and the Netherlands, with McKinsey & Company in London, Dublin and Amsterdam, and as a non-executive director of Elan Corporation plc.

Qualifications

Fellow of Chartered Accountants Ireland



Richard Goulding

Independent

Role

Non-Executive Director (July 2017). Deputy Chairman and SID (January 2021). Chair, Risk Committee (Aug 2018, Member, July 2017). Member, Remuneration Committee (December 2020). Member, Audit Committee (August 2018). Member, Nomination, Governance and Responsible Business Committee (January 2021).

Member of Group Transformation Oversight Committee (August 2018).

Particular Skills

Extensive risk management and executive experience in a number of banks with an international profile, and brings a strong understanding of banking and banking risks, with a deep knowledge of operational risk.

External Appointments

Non-executive director of Zopa Bank Limited, where he is chair of the risk committee and a member of the audit, nomination and remuneration committees.

Experience

Richard held the role of group chief risk officer (2006 to 2015) and director (2013 to 2015) at Standard Chartered Bank, where he was a member of the group executive committee, prior to which he held the role of chief operating officer, Wholesale Banking Division. Before joining Standard Chartered in 2002, he held senior executive positions with Old Mutual Financial Services in the U.S., UBS Warburg / SBC Warburg, London and Switzerland, Astra Holding plc, Bankers Trust Company and the Midland Bank Group, London. Richard is a former director of Citigroup Global Markets Limited where he served as chair of its risk committee and a member of its audit, remuneration and nomination committees.

Qualifications

Qualified Chartered Accountant (South Africa), Bachelor of Commerce degree and a postgraduate degree in finance from the University of Natal, South Africa.



Francesca McDonagh

Non-Independent

Role

Group CEO and Executive Director (October 2017).

Particular Skills

A skilled global banker, renowned for strategic thinking and a proven track record in successfully executing strategy. A history of delivering strong financial performance coupled with leadership of transformation to drive future results. Experience in a range of senior banking roles, and in a range of countries and operating structures. She brings to the Board a leadership style characterised by strong commercial results orientation, a clear strategic vision and significant customer focus.

External Appointments

Director of IBEC Company Limited by Guarantee. Member of the Prudential Regulation Authority (PRA) Practitioner Panel.

Experience

Francesca joined the Group from HSBC Group, where she held a number of senior management roles over a twenty year period including Group General Manager and Regional Head of Retail Banking and Wealth Management, UK and Europe, Regional Head of Retail Banking and Wealth Management, Middle East and North Africa, and Head of Personal Financial Services, Hong Kong. She has previously served on the board of the British Bankers' Association, where she was Deputy Chair, and on the board of the National Centre for Universities and Business in the UK.

Qualifications

Bachelor of Arts Degree in Politics, Philosophy and Economics from Oxford University. Awarded an Order of the British Empire in 2017 for services to banking. Fellow of the Institute of Banking (Ireland).



Giles Andrews

Independent

Role

Non-Executive Director (November 2020). Member, Risk Committee, Remuneration Committee and Group Transformation Oversight Committee (November 2020).

Particular Skills

Extensive experience in financial technology, investment and lending as well as strong management experience.

External Appointments

Non-executive Director of Zopa Group Limited. Chairman of Bethnal Green Ventures. Non-executive Chairman of Market Finance Limited. Non-executive Chairman of Carwow Limited. Advisory role to Northzone Ventures.

Experience

In 2004, Giles co-founded Zopa, initially the first ever online peer-to-peer lending marketplace. In 2020, Zopa also launched as a Digital Bank. He was CEO of Zopa from 2007 to 2015, Chairman from 2015 until 2019 and remains a member of the Zopa Group Board. Giles is Chairman of Bethnal Green Ventures, a leading early-stage venture capital firm which focuses on using technology to tackle large-scale social and environmental problems, and is on the boards of Carwow Limited, a platform for buying new cars from franchised dealers, and Market Finance Limited, a FinTech platform that provides working capital finance to small businesses in the UK.

Qualifications

Master's degree in Experimental Psychology from Christ Church at Oxford University. MBA from INSEAD. Awarded an OBE in 2015 for services to financial services. Named FinTech leader of the year in the 2016 FinTech innovation awards.



Ian Buchanan

Independent

Role

Non-Executive Director (May 2018). Member, Risk Committee (May 2018). Director, Bank of Ireland (UK) plc (September 2018) and a member of its Risk Committee (October 2019). Chair of Group Transformation Oversight Committee (August 2018).

Particular Skills

Extensive technology, digital, business transformation and customer operations experience gained through his work in a number of international retail, commercial and investment banks.

External Appointments

None.

Experience

Ian was group chief information officer for Barclays plc and chief operating officer for Barclaycard until 2016. Before joining Barclays in 2011, Ian was chief information officer for Société Générale Corporate & Investment Banking (2009 to 2011), a member of the public board and group manufacturing director of Alliance & Leicester plc (2005 to 2008) and a member of the executive committee and chief operations and technology officer of Nomura International (1994 to 2005). Ian's earlier career was spent at Credit Suisse, Guinness, and BP. Ian is a former non-executive director of Openwork Holding Limited.

Qualifications

Bachelor of Science degree in Physics from the University of Durham.



Evelyn Bourke

Independent

Role

Non-Executive Director (May 2018). Chair, Audit Committee (January 2021, Member May 2018). Member, Risk Committee (January 2021).

Member of the Nomination, Governance and Responsible Business Committee from May 2018 to December 2020.

Particular Skills

Strong track record in global executive management and extensive experience in financial services, risk and capital management, and mergers and acquisitions.

External Appointments

Non-executive director of Marks & Spencer Group plc and member of its Audit and Nomination Committees. Member of the London First and the Ireland Fund of Great Britain boards.

Experience

Evelyn retired from Bupa, the international health insurance and health care group, as at 31st December 2020, having served as Group CEO since April 2016, initially on an acting basis from April to July 2016. She joined Bupa as CFO in September 2012 from Friends Life Group, where she had been the CEO of the Heritage Division. Evelyn joined Friends Provident plc (renamed Friends Life Group) in May 2009 as CFO. Evelyn's earlier career was spent, in the UK, at Standard Life plc, Chase de Vere Financial Solutions, St James's Place plc, Nascent Group and Tillinghast Towers Perrin. Prior that she worked with Lifetime Assurance and New Ireland Assurance in Dublin. She was a non-executive director with IFG plc, Dublin, from 2011 to 2016, where she chaired the Risk Committee.

Qualifications

Fellow of Institute and Faculty of Actuaries. MBA from London Business School.



Eileen Fitzpatrick

Independent

Role

Non-Executive Director (May 2019), Member, Audit and Remuneration Committees (May 2019). Workforce Engagement Director (January 2020).

Particular Skills

Eileen has extensive capital markets and public sector experience, and has held a number of senior roles in both the asset management and stockbroking industries.

External Appointments

Chairman of the Outside Appointments Board, Department of Public Expenditure and Reform. Non-Executive Director of a number of KKR investment management firms in Ireland. Non-Executive Director of Urbeo Residential Limited and Respond Housing Association.

Experience

Eileen joined the National Treasury Management Agency (NTMA) in 2006 as a director, where she oversaw the Alternative Assets Investment Programme, for the National Pensions Reserve Fund. Eileen was subsequently appointed as head of NewERA at the NTMA, a position she held from November 2011 to January 2019. Prior to her appointment at the NTMA Eileen was chief executive officer at AIB Investment Managers from 2000 to 2006. From 1987 to 2000 Eileen held a number of senior investment and stockbroking positions, including with AIB Investment Managers, Goodbody Stockbrokers, National City Brokers and Montgomery Govett. Eileen has served in a number of non-executive positions including as chairman of the Irish Association of Investment Managers, as a board member of the Chartered Accountants Regulatory Board, as a member of the Government's Top Level Appointments Committee, and as a member of the Governing Body of University College Dublin.

Qualifications

PhD in Science from University College Dublin.



Michele Greene

Non-Independent

Role

Non-Executive Director (December 2019). Member, Risk Committee and GTOC (December 2019).

Particular Skills

Extensive experience of financial services and retail banking, particularly in the areas of payments, transformational and digital innovation.

External Appointments

Director of Mololo Limited an advisory firm specialising in the use of advanced technologies for performance management.

Experience

Michele held the role of managing director of Virgin Money's Digital Bank until July 2018, prior to which she was director of strategic development, responsible for the bank's future development. Michele joined Virgin Money initially as director of banking, with responsibility for building the bank's new credit card business. Before joining Virgin Money, she was CFO of MBNA Europe where she held executive positions on the boards of MBNA Europe Ltd and Premium Credit Finance Limited. Michele's earlier career was spent at Goldman Sachs, Credit Lyonnais and KPMG.

Qualifications

Master's Degree from Trinity College Dublin and Fellow of Chartered Accountants Ireland.



Fiona Muldoon

Independent

Role

Non-Executive Director (June 2015). Member, Risk Committee (November 2015). Member, Nomination, Governance and Responsible Business Committee (January 2019). Audit Committee (May 2020) and Remuneration Committee (October 2020).

Particular Skills

Significant experience in governance, regulatory compliance and financial oversight and is an experienced financial services professional. Significant previous experience within a financial institution with an international focus.

External Appointments

None.

Experience

From 2015 to 2020, Fiona was group chief executive of FBD Holdings plc and FBD Insurance plc, one of Ireland's largest general insurers. She served from 2011 to 2014 with the Central Bank of Ireland (CBI) including as director, Credit Institutions and Insurance Supervision. Fiona spent 17 years of her career with XL Group in Dublin, London and Bermuda, where she worked in various management positions including general insurance responsibilities, corporate treasury and strategic activities including capital management, rating agency engagement and corporate development.

Qualifications

Bachelor of Arts Degree from University College Dublin, Fellow Chartered Accountants Ireland.



Myles O'Grady

Non-Independent

Role

Group CFO, Executive Director (January 2020). Director, New Ireland Assurance Company (February 2021).

Particular Skills

Significant expertise working with international and domestic regulators, government and state authorities, investors, market analysts and international investment banks. Experienced across strategy development, business restructuring and recovery, Finance function transformation, investor relations and Initial Public Offerings (IPOs).

External Appointments

None.

Experience

Myles has 30 years' experience as a finance professional with over 25 years in financial services. Prior to joining the Group he was CFO at DJRes Properties, an Irish homebuilding and property development company. Previously, he was group director of finance and investor relations at AIB, an Irish financial services group operating predominantly in Ireland and the UK.

Myles' earlier career was spent at Citibank and Dresdner Kleinwort Benson.

Qualifications

Fellow of the Chartered Association of Certified Accounts, an INSEAD certified board director and member of the Institute of Directors Ireland.



Steve Pateman

Independent

Role

Non-Executive Director (September 2018). Chair, Remuneration Committee (January 2020, Member, September 2018). Member, Audit and Risk Committees (September 2018).

Particular Skills

Brings to the Board the strategic insights of a CEO of a UK Bank and a strong lending and credit background with deep commercial experience including the operational challenges facing lending institutions.

External Appointments

Consultant to the Arora Group.

Experience

Steve acts as an Advisor to the Arora Group, where he was the CEO from April 2020 to August 2020. Prior to this, Steve held roles as the CEO of Hodge Group from January 2019 to March 2020 and Shawbrook Bank Limited from October 2015 to December 2018. He joined Shawbrook from Santander UK, where he was Executive Director and Head of UK Banking and was responsible for the bank's corporate, commercial, business and retail banking operations as well as wealth management. He also held a number of senior positions at Santander UK, Royal Bank of Scotland and NatWest. Steve was appointed vice president of the Chartered Bankers Institute in June 2017. He was a director of The Mortgage Lender Limited from May 2018 to January 2019.

Qualifications

Steve became a Senior Vice President of the Chartered Banker Institute in June 2020. He was awarded an Honorary Doctorate from the University of Kent for services to banking.