

Bank of Ireland Group PLC (the “Company”)

Notice of Annual General Meeting

15 April 2020

The Annual General Meeting (“AGM”) of the Company will be held at 11.00 a.m. on Tuesday, 19 May 2020 at Baggot Plaza, 27-33 Upper Baggot Street, Dublin 4, D04 VX58.

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

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

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 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 health and safety risk, 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 Articles of Association.

The Company will continue to monitor the impact of the Coronavirus (COVID-19) and any relevant updates regarding the AGM will be available on www.bankofireland.com/investor.

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

Further information in relation to the AGM

Documents

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

- (i) Chairman’s Letter to holders of Ordinary Shares and Notice of the AGM; and
- (ii) Form of Proxy.

The Annual Report and Accounts for the year ended 31 December 2019 was published on the Company’s website on 24 February 2020 and has been posted to Shareholders who have elected to receive hard copies of Shareholder communications. A copy of the Articles of Association in the proposed amended form is available on the Company’s website www.bankofireland.com/investor and will remain available up to the date of the AGM.

In accordance with Irish Listing Rule 6.1.59 and UKLA Listing Rule 9.6.1 these documents will be submitted to the Irish Stock Exchange t/a Euronext Dublin and the UK's National Storage Mechanism and will shortly be available for inspection at the following locations:

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

and at:

<http://www.morningstar.co.uk/uk/NSM>

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

www.bankofireland.com/investor

Listening live to the AGM

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

Ireland:	01 2421075 or 1800 946812
UK Direct:	01296 480 180
International Direct:	+44 1296 480 180
Passcode:	420 270 22#

You will still need to submit your proxy form by the relevant deadline before the AGM, as it will not be possible to vote using the telephone facility.

Questions

Shareholders with questions are requested to submit those questions 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**.

For further information, please contact:

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