

## Attendance Card

This card is for the purposes of registration and accreditation when attending the EGM. However, due to restrictions in connection with Coronavirus (COVID-19), Shareholders are requested not to attend the EGM in person and instead, to appoint the Chairman of the Meeting (or their substitute(s)) as proxy using the Form of Proxy included below.

The Extraordinary General Meeting ("EGM") of Bank of Ireland Group PLC (the "Company") will be held at **Baggot Plaza 27-33 Upper Baggot Street, Dublin 4, D04 VX58** on 19 January 2021 at 11.00 a.m.

Shareholder Reference Number

### Ordinary Share Form of Proxy – Extraordinary General Meeting ("EGM") to be held on 19 January 2021



To cast your vote online...It's fast, easy and secure!  
**www.eproxyappointment.com**

You will be asked to enter the Control Number, the Shareholder Reference Number (SRN) and PIN and agree to certain terms and conditions.

Control Number: 916883

SRN:

PIN:



To view the Circular, including the Notice of the EGM, online, log on to [www.bankofireland.com/investor](http://www.bankofireland.com/investor)

To submit a question in advance, send your email to: [egmquestions@boi.com](mailto:egmquestions@boi.com) or write to the Company's address given below.

If you wish to receive future shareholder communications by email please register your email address at [www.computershare.com/ie/ecomms](http://www.computershare.com/ie/ecomms)

To be effective, votes must be lodged with the Company's Registrar at:

Computershare Investor Services (Ireland) Limited, P.O. Box 13030, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland or through the voting website, see above, by Sunday 17 January 2021 at 11.00 a.m.

#### Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a Shareholder, as his/her proxy to exercise all or any of his/her rights, to attend, speak and vote on their behalf at the EGM. A Shareholder may appoint more than one proxy to attend, speak, ask questions and vote at the EGM 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 the Shareholder. If the proxy is being appointed in relation to less than your full voting entitlement please enter in the box as indicated (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a Shareholder, the full voting entitlement for that designated account). If a poll is taken at the EGM, a Shareholder present in person or proxy, holding more than one share, is not required to cast all their votes in the same way. In light of restrictions in connection with Coronavirus (COVID-19), Shareholders are requested not to attend the EGM in person and instead to appoint the Chairman of the Meeting (or their substitute(s)) as their proxy. If you wish to appoint a person other than the Chairman of the Meeting (or their substitute(s)), please contact the Registrar at the above address or on the helpline on +353 1 247 5414, and the appropriate form will be sent to you.
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +353 1 247 5414 or you may photocopy the reverse only of this form. Please indicate in the box as indicated (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. A Shareholder wishing to appoint a proxy by electronic means may do so on the Registrar's website [www.eproxyappointment.com](http://www.eproxyappointment.com). Details of the requirements are set out in the box above. A Shareholder who wishes to appoint more than one proxy by electronic means must contact the Registrar by sending an email to [clientservices@computershare.ie](mailto:clientservices@computershare.ie).
- To be effective, the completed Form of Proxy, together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be deposited with the Registrar of the Company before the deadline set out above.
- The "Vote Withheld" option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Section 1105 of the Companies Act, 2014 (as amended) and regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996, (as amended), entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.00 p.m. on the day which is two days before the date of the Meeting (or in the case of an adjournment as at 6.00 p.m. on the day which is two days before the date of the adjourned meeting). Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the Registrar (ID number 3RA50) not later than 11.00 a.m. on Sunday 17 January 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid the CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996, as amended.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on +353 1 247 5414 to request a change of address form or go to [www.investorcentre.com/ie](http://www.investorcentre.com/ie) to use the online Investor Centre service.
- Any alterations made to this form should be initialled.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. Bank of Ireland Group plc and Computershare Investor Services (Ireland) Limited accept no liability for any instruction that does not comply with these conditions.

#### All Named Holders:

# Poll Card

To be completed **only** at the EGM when the Poll is called.

## Resolutions

	For	Against	Vote Withheld
1. To approve the Company giving its consent to the migration of its shares under the Irish Migration of Participating Securities Act 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve amendments to the constitution of the Company to address the migration of the Company's shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To authorise the Company to take all actions in connection with the migration of the Company's shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

## Form of Proxy

Please use a black pen. Mark with an X  
Inside the box as shown in this example.



I/We hereby appoint the Chairman of the Meeting, with full power of substitution,

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Please leave this box blank if you are appointing a proxy in respect of your full voting entitlement.

If you are appointing the proxy in relation to less than your full voting entitlement, please insert the number of shares in relation to which they are authorised to act.

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf on any matter at the EGM of the Company to be held in **Baggot Plaza, 27-33 Upper Baggot Street, Dublin 4, D04 VX58** on 19 January 2021 at 11.00 a.m. and at any adjourned meeting thereof.

I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an X in the appropriate box.

\* For the appointment of more than one proxy, please refer to Explanatory Notes 2 and 6 (see front).

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

## Resolutions

	For	Against	Vote Withheld
1. To approve the Company giving its consent to the migration of its shares under the Irish Migration of Participating Securities Act 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve amendments to the constitution of the Company to address the migration of the Company's shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To authorise the Company to take all actions in connection with the migration of the Company's shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We would like my/our proxy to vote on the resolutions proposed at the EGM as indicated on this form. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary)

Signature

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Date

DD/ MM/ YY



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