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 under 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 or the United Kingdom, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all your stock in The Governor and Company of the Bank of Ireland (the "**Company**" or the "**Bank**"), please forward this notice (and the accompanying documents) to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred part of your holding of stock in the Company, you should retain this document and the form of proxy and consult the stockbroker, bank or other agent through or by whom the transfer or sale was effected.

THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND

NOTICE OF EXTRAORDINARY GENERAL COURT
AND
NOTICE OF A CLASS MEETING OF 12% NON-CUMULATIVE EURO PREFERENCE STOCKHOLDERS

Proposed amendment of the Bye-Laws to authorise the mandatory transfer of the Euro Preference Stock

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This document is being circulated to holders of the 12% Non-Cumulative Euro Preference Stock ("**Euro Preference Stock**") and of the €0.05 ordinary stock ("**Ordinary Stock**") issued by the Bank.

The Bank is asking the holders of its Euro Preference Stock and Ordinary Stock ("**Stockholders**") to vote on a proposal to amend the Bank's existing bye-laws (the "**Bye-Laws**"). If the proposal is approved, all Euro Preference Stock will be mandatorily transferred to a company in the Bank of Ireland Group (as defined below) in exchange for a cash payment at a premium to assessed fair market value, and will subsequently be redeemed and cancelled by the Bank in accordance with regulatory requirements. This document sets out the details of this proposal, the mechanisms for voting and the formal notices of the meetings at which the votes will be held.

A frequently asked questions (FAQ) section is set out on pages 2 to 4 of this document. Detailed information on the proposals, the meetings and how to vote is set out on pages 8 to 23 of this document. A table of contents which describes the sections of this document is set out on page 5. See Appendix III on pages 37 to 40 for certain key definitions used in this document.

Formal Notice of the EGC: The formal Notice of the Extraordinary General Court ("EGC") of the Bank to be held at Arthur Cox LLP, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland on Friday, 25 September 2026 at 4.00 p.m. is set out on pages 24 and 25 of this document ("Notice of EGC").

Formal Notice of the Class Meeting of Euro Preference Stockholders (the "Class Meeting"): The formal Notice of a Class Meeting of the holders of the 12% Non-Cumulative Euro Preference Stock of €1.27 each in the Bank (the "Euro Preference Stock") to be held at Arthur Cox LLP, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland on Friday, 25 September 2026 at 4.15 p.m. (or, if later, immediately following the conclusion of the EGC) is set out on page 31 of this document (the "Notice of Class Meeting").

Letter to Stockholders: Your attention is drawn to the letter to Stockholders which is set out on pages 8 to 16 of this document. This contains the key information for Stockholders in relation to the resolutions to be proposed at the meetings referred to above. You should read this document in its entirety and consider whether or not to vote in favour of the Resolutions (as defined below) in light of the information contained in this document.

FREQUENTLY ASKED QUESTIONS

*This FAQ provides a plain English summary of the contents of pages 6 to 41 of this document (the "**Meeting Circular**") in a 'question and answer' format.*

This FAQ is not a substitute for the Meeting Circular. It has been prepared solely to assist Euro Preference Stockholders' general understanding of the proposed Resolutions and does not purport to be complete or to contain all of the information that a Euro Preference Stockholder may need. In the event of any inconsistency between this FAQ and the Meeting Circular, the Meeting Circular shall prevail.

All Euro Preference Stockholders are strongly urged to read this document in its entirety, including the Meeting Circular and, in particular, the Key Considerations and the Tax Considerations sections, before deciding how to vote. Nothing in this FAQ constitutes legal, tax, financial or other advice, and none of the Bank, BOIG or their respective affiliates accepts any responsibility for any decision made in reliance on this FAQ alone. If you are in any doubt as to what action to take, you should consult your own independent professional adviser.

The statements in this FAQ reflect the present intentions and expectations of the Court of Directors as at the date of issue and may be subject to change as circumstances require. The Bank undertakes no obligation to update or revise this FAQ to reflect new information, future events, or any change in expectations, assumptions or circumstances on which any statement in it is based.

1. Why did I receive this document?

You received this document because you have been identified as a holder of Euro Preference Stock. If you no longer hold any Euro Preference Stock, or received this document by mistake, you do not need to take any action.

2. What are Stockholders being asked to approve?

In simple terms: The Bank is asking Stockholders to vote on a proposal to amend the Bank's Bye-Laws to effect the mandatory transfer of all Euro Preference Stock to a Bank of Ireland Group company in exchange for a cash payment. If the proposal is approved:

- the Euro Preference Stock you currently own will be mandatorily transferred to a Bank of Ireland Group company;
- you will receive €28.76 in cash for each unit of Euro Preference Stock that you hold on the Transfer Date (as defined below); and
- you will no longer own any units of the Euro Preference Stock following completion of the transfer.

The proposed €28.76 cash payment includes, as a gesture of goodwill, one additional year's dividend and, in aggregate, the cash payment you will receive is a 5.6% premium to the assessed fair current market value of the stock. The cash payment also includes a payment in lieu of dividend accrued amount (see Question 5 for further details).

3. Why is the Bank taking this action?

The Bank is taking this action to address a regulatory requirement in relation to the Euro Preference Stock. The Bank is expected to undertake all possible efforts to redeem its legacy instruments.

4. What payment will I receive if the proposal is approved by the Bank's Stockholders?

If the proposal is approved, you will receive €28.76 in cash for each unit of Euro Preference Stock you hold. After that, you will no longer own the stock or receive dividends on it.

The price you will receive reflects the assessed fair market value of your holdings (inclusive of accrued dividend) plus an additional one year's dividend as a gesture of goodwill. In aggregate, this represents a premium of 5.6% to the current assessed fair market value of the Euro Preference Stock.

5. How has the proposed transfer price for the Euro Preference Stock been calculated?

If the proposals are approved you will receive €28.76 in cash for each unit of Euro Preference Stock you hold on the Transfer Date. This price reflects (a) the fair market value of the Euro Preference Stock (as determined by the Bank with the support of external financial advisers, using the same methodology as applied in the 2023 Tender Offers), and includes the amount of dividend that would have accrued on the Euro Preference Stock between the last dividend date of 20 August 2026 and the expected Payment Date of 29 September 2026, and (b) an additional one year dividend payment as a gesture of goodwill.

The price of €28.76 is 24.0% (i.e. €5.56 per unit) higher than the price paid to Stockholders when the Bank last redeemed Euro Preference Stock in 2023 and is 5.6% higher than the assessed fair market value. Further details on the calculation of the Transfer Price are set out in the Letter to Stockholders on pages 8 to 16 of this document.

6. When are the meetings and the mandatory transfer proposed to happen?

The meetings are scheduled to take place on 25 September 2026. If the proposal passes, the mandatory transfer is expected to complete immediately following the meetings, and the cash payment is expected to be made as soon as reasonably practicable following the meetings. It is currently expected that the payment will be made on Tuesday, 29 September 2026. Certain deadlines apply for Stockholders wishing to vote in advance of the meeting or take other actions.

7. Can I retain my holdings in the Euro Preference Stock?

No. If the proposal passes, all outstanding Euro Preference Stock will be mandatorily transferred to a Bank of Ireland Group company in exchange for a cash payment and will subsequently be redeemed. This will apply to all Euro Preference Stockholders regardless of how, or whether, they voted on the proposal.

8. What are the meetings that will be held?

As set out in further detail in the 'Letter to Stockholders' section of this document, two Stockholder meetings will be held in succession on 25 September 2026. Both meetings are to consider the Bank's proposal to amend the Bank's Bye-Laws.

First, an EGC of the Bank will be held. At the EGC, all holders of the Bank's Euro Preference Stock and Ordinary Stock will be entitled to vote on the resolution proposed to amend the Company's Bye-Laws (the "**EGC Resolution**"). Immediately following the conclusion of the EGC, a separate Class Meeting of the holders of the Euro Preference Stock will be held. The purpose of the Class Meeting is to seek the consent of Euro Preference Stockholders to the proposed amendment to the Company's Bye-Laws (the "**Class Meeting Resolution**", and together with the EGC Resolution, the "**Resolutions**").

9. Why are there two meetings / two separate votes?

As a Euro Preference Stockholder, there are two separate votes for you to consider in relation to the proposals at the following meetings: (a) at the EGC, all Stockholders are asked to approve the proposals to amend the Bye-Laws, and (b) if the proposals are approved by the EGC, the Euro Preference Stockholders as a class are requested to approve the proposals at the Class Meeting. Both meetings are required to pass the Resolutions by the requisite majority (i.e. 75% or more of votes properly cast, in person or by proxy) in order for the proposals to be approved. Euro Preference Stockholders are entitled to vote at both meetings.

10. **Can I attend the meetings and vote?**

Yes, all holders of the Euro Preference Stock at 6.00 pm on Monday, 21 September 2026 (the Record Date (as defined below) for participation at the EGC and the Class Meeting) are eligible to attend and vote at the meetings. Holders may also submit a proxy voting instruction without attending the meetings. Details of how Euro Preference Stockholders may submit proxy voting instructions and/or register to attend at the meetings (including relevant deadlines) are set out in the notes to the meeting notices on pages 26 to 30 (Extraordinary General Court) and pages 32 to 36 (Class Meeting) of the Meeting Circular. Note that if you hold your Euro Preference Stock through a broker or clearing system you may need to take certain steps to enable you to attend at the meetings in person.

11. **How do I vote on the proposal?**

The process for how you vote on the proposals depends on how you hold your Euro Preference Stock. Your broker, custodian or other intermediary may set an earlier deadline than the deadlines set out in the Meeting Circular, so you should contact them as soon as possible. A timetable of key voting deadlines is set out on pages 6 and 7 of the Meeting Circular. Full voting instructions for the EGC are set out in the notes to the EGC meeting notice on pages 26 to 30, and for the Class Meeting on pages 32 to 36 of the Meeting Circular.

12. **What are the tax implications for me if the proposal is passed?**

The Bank does not provide tax advice. Your tax position depends on your own individual circumstances. A high-level tax overview of potential tax implications of the mandatory transfer is included on pages 20 and 21 of the Meeting Circular. The Bank recommends that if you are in any doubt about your tax position you speak to an appropriately qualified and independent professional tax adviser.

13. **Where can I find more information?**

Please read this document in full. For voting questions, contact your broker, custodian or the Bank's Registrar, Computershare. For questions for the Bank about the proposal, contact Bank of Ireland Group Investor Relations at GIRTeam@boi.com.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS AND KEY VOTING DEADLINES

EGC and Class Meeting Timetable

A timetable showing the principal events and key deadlines for (i) voting on the Resolutions, and (ii) transferring the Euro Preference Stock to the Transferee(s) (as defined below) is set out below.

Detailed instructions on appointing a proxy and voting for the EGC are set out on pages 26 to 30 of this document. Detailed instructions on appointing a proxy and voting for the Class Meeting are set out on pages 32 to 36 of this document. The process to be followed will depend on the manner in which a Stockholder holds their Ordinary Stock and/or Euro Preference Stock. Please note that it is recommended that you consult with your stockbroker or other custodian or intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the EGC and Class Meeting through the EB System or CREST.

Event	**Time and/or Date**
Publication of this document, Notice of EGC and Notice of Class Meeting	Wednesday, 2 September 2026
Record date for the purposes of determining entitlements to vote at the EGC and/or the Class Meeting (the "**Record Date**")	6.00 p.m. on Monday, 21 September 2026
Latest expected time for return of voting instructions on the Resolutions by holders of CDIs (as defined below)	Persons holding their interests through CDIs in CREST (as defined below) should consult with their custodian, stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting voting instructions for the EGC and the Class Meeting
Latest expected time for return of voting instructions on the Resolutions by EB Participants (as defined below)	Persons holding their interests through the EB System should consult with their custodian, stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting voting instructions for the EGC and the Class Meeting Euroclear Bank's voting instruction deadline for the EGC is expected to be 3.00 p.m. on Wednesday, 23 September 2026 Euroclear Bank's voting instruction deadline for the Class Meeting is expected to be 3.15 p.m. on Wednesday, 23 September 2026
Latest time for return of voting instructions on the EGC Resolution by holders of Ordinary Stock and/or Euro Preference Stock whose ownership is directly recorded on the register of members by post or electronically	4.00 p.m. on Wednesday, 23 September 2026

Latest time for return of voting instructions on the Class Meeting Resolution by holders of Euro Preference Stock whose ownership is directly recorded on the register of members by post or electronically	4.15 p.m. on Wednesday, 23 September 2026
Extraordinary General Court	**4.00 p.m. on Friday, 25 September 2026**
Class Meeting of the Euro Preference Stockholders	**4.15 p.m. on Friday, 25 September 2026, or, if later, immediately following the conclusion of the EGC**
Mandatory Transfer Bye-Law (as defined below) becomes effective	Immediately following the conclusion of the EGC and the Class Meeting of the Euro Preference Stockholders
The Euro Preference Stock is transferred to the Transferee(s) (as defined below)	Immediately following conclusion of the EGC and the Class Meeting of the Euro Preference Stockholders on 25 September 2026
Payment of the Transfer Price (as defined below) to Euro Preference Stockholders	As soon as reasonably practicable following the Transfer Date, with payment currently expected to be made on Tuesday, 29 September 2026

Notes:

(1) These dates are given on the basis of the Company's current expectations and are subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified to Stockholders.

(2) All references in this table to times are to Dublin, Ireland times.

(3) Forms of Proxy and Preference Forms of Proxy for the EGC must be lodged at least 48 hours prior to the EGC. Proxies for the EGC not submitted by this time will be invalid. Forms of Proxy for the Class Meeting must be lodged at least 48 hours prior to the Class Meeting. Proxies for the Class Meeting not submitted by this time will be invalid. Additional deadlines apply to persons holding interests in Ordinary Stock and/or Euro Preference Stock through the EB System and/or CREST and such persons are encouraged to consult with their custodian, stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the EGC and the Class Meeting through the respective systems.

PART 1

THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND

(*Established in Ireland by Charter in 1783 and having limited liability with registered no. C-1)*

DIRECTORS
Akshaya Bhargava (Non-Executive Director, Bank Governor)
Michele Greene (Non-Executive Director, Deputy Governor)
Myles O'Grady (Executive Director, Group Chief Executive Officer)
Mark Spain (Executive Director, Group Chief Financial Officer)
Giles Andrews (Non-Executive Director)
Stephen Pateman (Non-Executive Director)
Margaret Sweeney (Non-Executive Director)
Hans van der Noordaa (Non-Executive Director)
Niamh Marshall (Non-Executive Director)
Emer Finnan (Non-Executive Director)
Pascal Boillat (Non-Executive Director)

COMPANY SECRETARY
Sarah McLaughlin

REGISTERED OFFICE
2 College Green, Dublin, D02 VR66, Ireland

Letter to Stockholders

Wednesday, 2 September 2026

To the holders of Ordinary Stock and Euro Preference Stock

Proposed amendment of the Bye-Laws to authorise the mandatory transfer of the Euro Preference Stock

Notice of the Extraordinary General Court ("EGC") of the Governor and Company of the Bank of Ireland (the "Company" or the "Bank") to be held at Arthur Cox LLP, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland on Friday, 25 September 2026 at 4.00 p.m.

Notice of a Class Meeting of the holders of Euro Preference Stock ("Class Meeting") to be held at Arthur Cox LLP, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland on Friday, 25 September 2026 at 4.15 p.m. (or, if later, immediately following the conclusion of the EGC)

1. Introduction

The Company announced in June 2023 that it would be taking steps to retire its Euro Preference Stock and Sterling Preference Stock (as defined below) on the basis that the instruments no longer qualified as regulatory capital.

Subsequent to that announcement, Bank of Ireland Nominee 3 Limited, a subsidiary of the Company's parent company ("**BOI Nominee**"), launched a tender offer to acquire both (i) the 12% Non-Cumulative Euro Preference Stock of €1.27 each in the Company (the "**Euro Preference Stock**"), and (ii) the 12.625% Non-Cumulative Sterling Preference Stock of £1.00 each in the Company (the "**Sterling Preference Stock**") (the "**Tender Offers**").

As a result of the Tender Offers, and the related exercise of company law compulsory acquisition rights in respect of the Sterling Preference Stock, BOI Nominee acquired approximately 66% of the Euro Preference Stock and 100% of the Sterling Preference Stock.

In November 2023, the Company held an EGC (the "**2023 EGC**") and related class meetings to obtain approval for the conversion of the Euro Preference Stock and the Sterling Preference Stock into redeemable stock, which could be redeemed by the Company on the same terms, including price, as the Tender Offers. At that time, holders of Euro Preference Stock had a statutory right to object and opt out of this process. Where that right was exercised, the relevant Euro Preference Stock was neither converted into redeemable stock nor redeemed. A limited number of holders of the Euro Preference Stock elected to opt out of the conversion process and, as a result, BOI Nominee also elected to opt out of the process as the Company indicated it would in the notice of the 2023 EGC if other holders opted out of the process. Following the passing of the resolutions at the 2023 EGC and class meetings, the Euro Preference Stock of non-objecting Stockholders was converted into redeemable stock and subsequently redeemed by the Company. Following completion of that redemption process (the "**2023 Redemption Process**"), a Bank of Ireland Group company, BOI Nominee, now holds 89.6% of the outstanding Euro Preference Stock.

Following the 2023 Redemption Process, the Company has had continued discussion with the competent authorities responsible for regulatory supervision of the Company as part of its regular resolution and capital planning cycles. Having regard to applicable regulatory requirements, guidance and expectations issued and/or communicated by competent regulatory authorities (including the European Banking Authority's (the "**EBA**") guidelines on legacy instruments, which sets an expectation on institutions to undertake all possible efforts to execute any action that leads to the redemption of relevant legacy instruments), the Directors are of the view that the retirement of the remaining Euro Preference Stock is aligned with relevant regulatory requirements, guidance and expectations and will further simplify the Company's capital structure and support the Company's capital and resolution framework, including its strategy for issuing internal Minimum Requirement for Own Funds and Eligible Liabilities ("**MREL**") instruments and broader regulatory objectives.

Accordingly, the directors of the Company, having considered regulatory requirements, guidance and expectations issued and/or communicated by competent regulatory authorities (including the EBA's guidelines on legacy instruments), the Company's objectives with regard to simplification of the Company's capital structure, support of the Company's capital and resolution framework and its internal MREL issuance strategy, together with the implications for the Euro Preference Stockholders, consider that it is in the best interests of the Company to retire all of the remaining Euro Preference Stock by way of mandatory transfer to one or more entities within the Bank of Ireland Group (the "**Transferee(s)**") at a premium to fair market value, determined by the Company. Following completion of the Mandatory Transfer (as defined below), the Company intends to redeem the Euro Preference Stock from the Transferee(s) and cancel it in line with regulatory requirements.

To implement the retirement of the Euro Preference Stock, the Company proposes to amend its existing bye-laws ("**Bye-Laws**") by inserting a new bye-law that would effect the transfer of the Euro Preference Stock to the Transferee(s) in consideration for a cash payment (the "**Mandatory Transfer**"). The Directors, acting in good faith and having regard to regulatory requirements, guidance and expectations applicable to the Company issued and/or communicated by competent regulatory authorities, have determined that the Mandatory Transfer would be in the best interests of the Company as a whole.

If the Resolutions are passed at the EGC and the Class Meeting and the Mandatory Transfer Bye-Law (as defined below) becomes effective, the Mandatory Transfer will be implemented at a price of €28.76 in cash per unit of Euro Preference Stock in issue on the Transfer Date (the "**Transfer Price**"). The Transfer Price reflects the Fair Market Value (as defined below) of the Euro Preference Stock plus an additional one year dividend payment, as a gesture of goodwill, and represents a premium of 24.0% to the 2023 Redemption Price (as defined below) and a premium of 5.6% to the Fair Market Value as determined by the Company with the support of external financial advisers using the same methodology as applied in the 2023 Tender Offers.

The Company is taking a number of steps in this regard:

A. **Convening an EGC to approve the amendment to the Bye-Laws to effect the Mandatory Transfer**

This document, including the Notice set out on pages 24 and 25, convenes an EGC of the Company to approve the amendment to the Bye-Laws by the insertion of the Mandatory Transfer Bye-Law (as defined and detailed in Part 2 below) to effect the Mandatory Transfer in exchange for the Transfer Price.

B. **Convening a separate Class Meeting of the holders of Euro Preference Stock**

To become effective, the EGC Resolution requires the separate approval of the holders of the Euro Preference Stock as a class. A Class Meeting of the holders of the Euro Preference Stock will, therefore, also be held on Friday, 25 September 2026. Notice of the Class Meeting is set out on page 31 of this document. A Class Meeting Form of Proxy is enclosed with this document.

C. **Mandatory Transfer of the Euro Preference Stock to the Transferee(s)**

If the Resolutions are approved at the EGC and the Class Meeting, all of the Euro Preference Stock will, taking into consideration the regulatory requirements, guidance and expectations issued and/or communicated by competent regulatory authorities (including the EBA's guidelines on legacy instruments), the Company's objectives with regard to simplification of the Company's capital structure, support of the Company's capital and resolution framework and its internal MREL issuance strategy, the interests of the Euro Preference Stockholders, and the best interests of the Company, be transferred pursuant to the Mandatory Transfer Bye-Law from the Euro Preference Stockholders to the Transferee(s) in exchange for the payment of the Transfer Price (which represents a premium of 24.0% to the 2023 Redemption Price and a premium of 5.6% to the Fair Market Value). As soon as practicable following the implementation of the Mandatory Transfer, the Company intends to redeem the Euro Preference Stock from the Transferee(s) and cancel it in line with regulatory requirements.

If the Resolutions are passed at the EGC and Class Meeting, the Mandatory Transfer will be binding on all Euro Preference Stockholders, without any option to opt out of the process. The Company is implementing this retirement exercise in order to ensure that it continues to meet its regulatory obligations and satisfy applicable regulatory guidance (including the EBA's guidelines on legacy instruments), the Company's objectives with regard to simplification of the Company's capital structure, and in support of the Company's capital and resolution framework and internal MREL issuance strategy. The Company anticipates that BOI Nominee will vote in favour of the EGC Resolution proposed at the EGC and the Class Meeting Resolution proposed at the Class Meeting, thereby meaning that the Class Meeting Resolution is expected to be passed by the requisite majority at the Class Meeting. Bank of Ireland Group plc ("**BOIG**"), as holder of all of the Ordinary Stock in the Company, also intends to vote in favour of the EGC Resolution at the EGC, thereby meaning that the EGC Resolution is expected to be passed by the requisite majority at the EGC.

Euro Preference Stockholders intending to vote against the EGC Resolution are advised of the following risks and considerations:

Considerations for Euro Preference Stockholders if the Mandatory Transfer occurs:

Details of the risks which Euro Preference Stockholders should consider are set out in Part 3 (*Key Considerations*) of this document. Euro Preference Stockholders are also advised to consider carefully the tax considerations set out in Part 4 (*Tax Considerations*) of this document. As the tax consequences of the Mandatory Transfer will depend on each Euro Preference Stockholder's individual circumstances, including their jurisdiction of residence, Euro Preference Stockholders are urged to consult their own professional advisers regarding the possible tax consequences to them that may arise under the laws of the jurisdictions that apply to them in connection with the Mandatory Transfer and the receipt of any Transfer Price.

As noted above, the Company anticipates that BOI Nominee will vote in favour of the EGC Resolution proposed at the EGC and the Class Meeting Resolution proposed at the Class Meeting. If it does, the Class Meeting Resolution is expected to be passed by the requisite majority at the Class Meeting. BOIG, as holder of all of the Ordinary Stock in the Company, intends to vote in favour of the EGC Resolution at the EGC, thereby meaning that the EGC Resolution is expected to be passed by the requisite majority at the EGC. Accordingly, the Mandatory Transfer is expected to occur as described in this document. Euro Preference Stockholders should note that, if the Resolutions are passed at the EGC and the Class Meeting, the Mandatory Transfer will apply to all holders of Euro Preference Stock, regardless of how, or whether, they vote on the EGC Resolution or the Class Meeting Resolution. Euro Preference Stockholders will have no right to opt out of the Mandatory Transfer once the Resolutions have been approved.

You will find the notice convening the EGC on pages 24 and 25 of this document (the "**Notice of EGC**") and the notice convening the Class Meeting on page 31 of this document (the "**Notice of Class Meeting**").

2. Regulatory background

The Euro Preference Stock was issued in 1992. At the time of issuance, the Bank was the parent company of the Bank of Ireland Group, and the Euro Preference Stock formed part of its capital stock. At the time that the EU Capital Requirements Regulation (Regulation (EU) No 575/2013) ("**CRR**") entered into force in 2014, the Euro Preference Stock qualified as Tier 2 capital of the Bank and the Group on a "grandfathered" basis. A number of regulatory developments since that time have contributed to the continued existence of the Euro Preference Stock becoming inconsistent with regulatory guidance and expectations issued and/or communicated by competent regulatory authorities, and the Bank's capital structure, capital and resolution framework and its internal MREL issuance strategy, including that:

- In 2017, following approval by the ordinary stockholders of the Bank and the Irish High Court, BOIG was inserted as a new parent company of the Bank and of the Bank of Ireland Group. The reason for the insertion of a new holding company was to meet the Bank of Ireland Group's regulators' preferred resolution strategy. For this reason, BOIG as the holding company became the primary issuer of Bank of Ireland Group's capital instruments, including shares, equity instruments and debt instruments. From that point onwards, as part of the Bank of Ireland Group's resolution planning strategy, all external facing capital and MREL instruments of the Bank of Ireland Group were issued from BOIG, and the Group's strategy has been for BOIG to be the only holder of internal capital and MREL instruments issued by the Bank. The existence of the Bank's Euro Preference Stock is inconsistent with that strategy, and the Bank of Ireland Group has taken steps over time to retire these instruments.

- The Euro Preference Stock instruments ceased to count towards the Tier 2 capital of the Bank in 2022, and the instruments ceased to be eligible in any way for treatment as Tier 2 capital on the expiry of the "grandfathering" period under CRR in June 2025. For this reason, the Euro Preference Stock no longer count towards the Bank of Ireland Group's regulatory capital resources.

- As the Euro Preference Stock are no longer eligible capital instruments, they would no longer rank alongside qualifying Tier 2 instruments on a liquidation or bail-in of the Bank. In its 'Opinion of the European Banking Authority on the prudential treatment of legacy instruments'[1], the EBA has specified that, in respect of such legacy instruments, "*Institutions are expected to undertake all possible efforts to execute any action that leads to the redemption of legacy instruments*". The proposed action by the Bank to retire the Euro Preference Stock follows this expectation.

- Article 45f of the EU Bank Recovery and Resolution Directive has laid out a regulatory framework for institutions that are not resolution entities (such as the Bank) to meet their internal MREL requirements with MREL instruments and own funds liabilities that are issued to and bought by entities with the same resolution group (i.e. BOIG) and not instruments that are owned by external holders. The retirement of the Euro Preference Stock (as externally owned instruments) aligns with this framework.

3. Mandatory Transfer Process

If the Resolutions are approved at the EGC and the Class Meeting, all of the Euro Preference Stock will be transferred pursuant to the Mandatory Transfer Bye-Law from the Euro Preference Stockholders to the Transferee(s) immediately following the Mandatory Transfer Bye-Law becoming effective (the "**Transfer Date**") in exchange for the payment of the Transfer Price. As soon as practicable, following the implementation of the Mandatory Transfer, the Company intends to redeem the Euro Preference Stock from the Transferee(s) and cancel it in line with regulatory requirements.

For the avoidance of doubt, all Euro Preference Stockholders on the Transfer Date will receive the Transfer Price as soon as reasonably practicable following the Transfer Date (the "**Payment Date**") for each unit of Euro Preference Stock held by them on the Transfer Date in consideration for the transfer of their units of Euro Preference Stock to the Transferee(s). The current expectation is that the Payment Date will be 29 September 2026. The Euro Preference Stock will then be redeemed from the Transferee(s) and cancelled in line with regulatory requirements.

If the Euro Preference Stock is transferred to the Transferee(s) pursuant to the Mandatory Transfer Bye-Law, Euro Preference Stockholders will receive a notification shortly after the EGC confirming that their Euro Preference Stock has been transferred to the Transferee(s) on the Transfer Date, and that payment of the applicable Transfer Price will be made on the Payment Date.

Transfer Price and Payment

The Mandatory Transfer Bye-Law provides that the price payable to Euro Preference Stockholders as consideration for the transfer of their Euro Preference Stock to the Transferee(s) shall be €28.76 per unit of Euro Preference Stock.

Euro Preference Stock was redeemed as part of the 2023 Redemption Process. The redemption price paid by the Company for Euro Preference Stock at that time was €23.20 per unit, inclusive of a payment in lieu of dividend amount (the "**2023 Redemption Price**"); this price is also in line with what was paid for each unit of Euro Preference Stock acquired pursuant to the Tender Offers.

The Company, with the support of external financial advisers, has carried out an updated valuation exercise in respect of the Euro Preference Stock pursuant to which the fair market value of each unit of Euro Preference Stock was determined to be €27.24 per unit, including a Payment in Lieu of Dividend (the "**Fair Market Value**"). The "**Payment in Lieu of Dividend**" is a cash amount per unit of Euro Preference Stock of €0.167 which is equal to the amount of the dividends that would have accrued on the Euro Preference Stock from (and including) the date of the preceding preference dividend payment date prior to the Transfer Date (being 20 August 2026) to (but excluding) the expected Payment Date of 29 September 2026, if such dividends were cumulative and calculated on the basis of a 365 day year and the actual number of days elapsed in such period.

[1] EBA-Op-2020-17

The valuation methodology used for the exercise was the same methodology used for the Tender Offers in June 2023. The proposed Transfer Price of €28.76 per unit of Euro Preference Stock includes an additional goodwill amount of €1.524, equivalent to an additional one year dividend payment, in addition to the Fair Market Value. In aggregate, the proposed Transfer Price reflects a premium of 5.6% to the Fair Market Value as determined by the Company and is 24.0% (i.e. €5.56 per unit) higher than the 2023 Redemption Price.

If the Resolutions are passed at the EGC and the Class Meeting and the Mandatory Transfer Bye-Law becomes effective, the Mandatory Transfer will be implemented at the Transfer Price (being a price of €28.76 in cash per unit of Euro Preference Stock in issue on the Transfer Date). In setting the Transfer Price, the Court of Directors of the Company had regard to, amongst other things, the Fair Market Value of the Euro Preference Stock and the impact of the mandatory transfer of the Euro Preference Stock and the Transfer Price, respectively for Euro Preference Stockholders. The Directors consider that, having regard to the regulatory considerations for the Company of failing to retire the Euro Preference Stock, the Company's objectives with regard to simplification of the Company's capital structure, support of the Company's capital and resolution framework and its internal MREL issuance strategy, the mandatory transfer of the Euro Preference Stock to the Transferee(s) at the Transfer Price is in the best interests of the Company and does not unduly prejudice Euro Preference Stockholders. As soon as practicable following the implementation of the Mandatory Transfer, the Company intends to redeem the Euro Preference Stock held by the Transferee(s) and cancel it in line with regulatory requirements.

The Transfer Price will be paid by the Registrar (on behalf of the Transferee(s)) as soon as reasonably practicable following the Transfer Date, with payment currently expected to be made on 29 September 2026, to those Euro Preference Stockholders recorded in the register of members on the Transfer Date in accordance with the usual procedures of the Registrar for dividend payments to the relevant Stockholder in respect of the Euro Preference Stock. The making of the payment of the Transfer Price (by issuance of cheque or by electronic funds transfer) by the Registrar (on behalf of the Transferee(s)) will discharge absolutely the obligation of the Transferee(s) to the relevant Euro Preference Stockholders in respect of payment of the Transfer Price. Payments of the Transfer Price may be made by cheque, or by other electronic means, including through the securities settlement system operated by Euroclear Bank and as such, the relevant Stockholders may experience a delay in receiving payments.

Payments of the Transfer Price in respect of Euro Preference Stock held through participants in the EB System ("**EB Participants**") will be made by means of electronic transfer by the Registrar (as agent of the Transferee(s)) to Euroclear Bank as soon as possible following the Transfer Date for onward payment by Euroclear Bank to Admitted Institutions ("**Admitted Institutions**" being institutions which hold interests in Euro Preference Stock on behalf of their clients through Euroclear Bank as an admitted institution of Euroclear Bank or, as the context so permits, which hold interests in Euro Preference Stock on behalf of their clients through an institution which is itself an admitted institution of Euroclear Bank) who will be responsible for passing on the proceeds to EB Participants (where relevant), in accordance with the terms and conditions of Euroclear Bank as set out in the document entitled "*Euroclear Bank as issuer CSD for Irish corporate securities – Services description*" January 2026 (or any update thereto).

Payments of the Transfer Price in respect of Euro Preference Stock held through CDIs in CREST will be made by Euroclear Bank to CREST Depository Limited, a subsidiary of Euroclear UK & International Limited ("**EUI**"), who will remit such proceeds to the relevant Stockholders in accordance with EUI's operating procedures and manuals.

4. Resolutions proposed for consideration at the EGC and the Class Meeting

As the EGC Resolution may be considered to affect the rights or privileges of the holders of the Euro Preference Stock, under the Companies Act 2014 (the "**Companies Act**") and Bye-Laws 6(E)(1)(b), 6(H) and 8, the holders of the Euro Preference Stock will also be entitled to attend the EGC and vote on the EGC Resolution in respect of their holding(s) of such Euro Preference Stock, with the holders of the Company's Ordinary Stock on the EGC Resolution. Voting on the EGC Resolution will be carried out by poll. On a poll in respect of the EGC Resolution: (a) every holder of Ordinary Stock shall be entitled to one vote per unit of Ordinary Stock, and (b) every holder of Euro Preference Stock shall be entitled to two votes per unit of Euro Preference Stock held by them.

A Class Meeting of the holders of the Euro Preference Stock will also be held on Friday, 25 September 2026 following the conclusion of the EGC for the purpose of seeking the consent of those holders to the proposed amendment to the Bye-Laws. Notice of the Class Meeting is set out on page 31 of this document. Voting on the Class Meeting Resolution will be carried out by poll. On a poll in respect of the Class Meeting Resolution, holders of Euro Preference Stock shall be entitled to one vote per unit of Euro Preference Stock held by them. Separate proxy forms apply in respect of the Class Meeting.

EGC Resolution – Approval of Mandatory Transfer and insertion of new Mandatory Transfer Bye-Law

The EGC Resolution is being proposed as a special resolution for the purposes of the Companies Act as it seeks to insert a new bye-law 147 containing the Mandatory Transfer Bye-Law into the Bye-Laws to effect the Mandatory Transfer. The text of the Mandatory Transfer Bye-Law is set out in the special resolution in the Notice of EGC and in Part 2 of this Meeting Circular.

The EGC Resolution is being proposed on the basis that it must be approved by 75% or more of votes properly cast, in person or by proxy, at the EGC.

Each unit of Euro Preference Stock carries two votes at the EGC. In accordance with the terms of the Euro Preference Stock, those holding 1% or more of the class of Euro Preference Stock are capped at voting 1% of the Euro Preference Stock at the EGC. This cap does not apply to the Class Meeting. If approved by the requisite majority, the Bye-Laws in the form amended by the EGC Resolution will be effective immediately following the passing of the EGC Resolution at the EGC, and the conclusion of the Class Meeting.

Class Meeting Resolution – Consent to Mandatory Transfer and insertion of new Mandatory Transfer Bye-Law

The Class Meeting Resolution is being proposed as a special resolution for the purposes of the Companies Act and Bye-Laws 6(E)(1)(b), 6(H) and 8, as it seeks to obtain the consent of the holders of the Euro Preference Stock to the proposed amendment to the Bye-Laws. The Class Meeting Resolution must be approved by 75% or more of votes properly cast, in person or by proxy, at the Class Meeting.

If approved by the requisite majority, the Class Meeting Resolution will be effective immediately following the passing of the Class Meeting Resolution at the Class Meeting.

5. **Action to be taken**

The formal Notice of EGC appears at Appendix I of this document, on pages 24 and 25. The formal Notice of Class Meeting appears at Appendix II of this document, on page 31. Notes to the Notice of EGC are set out on pages 26 to 30. Notes to the Notice of Class Meeting are set out on pages 32 to 36.

The holder of the Company's Ordinary Stock is entitled to appoint a proxy to attend, speak, ask questions and vote at the EGC. A Form of Proxy for use by the holder of the Company's Ordinary Stock for the EGC has been delivered to the holder of the Company's Ordinary Stock.

Holders of Euro Preference Stock are entitled to attend and vote on the EGC Resolution and the Class Meeting Resolution at the EGC and Class Meeting (respectively) in respect of their own holding(s) of such Euro Preference Stock and/or appoint a proxy to do so on their behalf. A Preference Form of Proxy for use by Euro Preference Stockholders for the EGC and a Class Meeting Form of Proxy for use by Euro Preference Stockholders at the Class Meeting are enclosed with this document.

To be valid, all proxy instructions (whether submitted (a) directly by way of a completed Form of Proxy, Preference Form of Proxy, or Class Meeting Form of Proxy or (b) electronically via www.eproxyappointment.com in the case of holders of Ordinary Stock and/or Euro Preference Stock whose ownership is directly recorded on the register of members, or (c) through the EB System (in the case of EB Participants) or (d) through CREST (in the case of holders of CDIs)), together with any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be submitted as soon as possible, but in any event so as to be received by the Company's Registrar, Computershare Investor Services (Ireland) Limited, no later than: (i) in the case of the EGC, 4.00 p.m. (Irish time) on Wednesday, 23 September 2026 or 48 hours before any adjourned EGC or (in the case of a poll taken otherwise than at or on the same day as the EGC or adjourned EGC) at least 48 hours before the time appointed for the taking of a poll, and (ii) in the case of the Class Meeting, 4.15 p.m. (Irish time) on Wednesday, 23 September 2026 or 48 hours before any adjourned Class Meeting or (in the case of a poll taken otherwise than at or on the same day as the Class Meeting or adjourned Class Meeting) at least 48 hours before the time appointed for the taking of a poll. However, persons holding interests in Ordinary Stock and/or Euro Preference Stock through the EB System or CREST will also need to comply with any additional voting deadlines imposed by their respective service offerings, as well as any additional deadlines set by their custodians, stockbrokers or other intermediaries.

Persons who hold their interests in Ordinary Stock and/or Euro Preference Stock as Belgian law rights through the EB System or as CDIs through CREST should consult with their custodian, stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the EGC through the respective systems. A list of deadlines is available on pages 6 and 7 of this document. Further information on the procedures to be followed in order to validly appoint a proxy for the EGC is set out on pages 26-30 and 32-36 of this document. Further information on the procedures to be followed in order to validly appoint a proxy for the Class Meeting is set out on pages 32 to 36 of this document.

If you wish to attend the EGC, please detach your attendance card from your Form of Proxy or Preference Form of Proxy (as applicable) and bring it with you to the EGC. If you wish to attend the Class Meeting, please detach your attendance card from your Class Meeting Form of Proxy and bring it with you to the Class Meeting.

6. Recommendation

Having carefully considered applicable regulatory requirements, guidance and expectations issued and/or communicated by competent regulatory authorities (including the EBA's guidelines on legacy instruments), the Company's objectives with regard to simplification of the Company's capital structure, the Company's capital and resolution framework and its internal MREL issuance strategy, the terms of the Mandatory Transfer (including the premium reflected in the Transfer Price), and the interests of all Stockholders, including the Euro Preference Stockholders, the Court of Directors considers the Resolutions to be in the best interests of the Company and its Stockholders as a whole. Accordingly, the Court unanimously recommends that the Ordinary Stockholder and the Euro Preference Stockholders vote in favour of the EGC Resolution and the Euro Preference Stockholders vote in favour of the Class Meeting Resolution. Stockholders should make their own investigation in relation to the Mandatory Transfer of their Euro Preference Stock and the associated payment of the Transfer Price, and should take into account and consider the risks set out in Part 3 (*Key Considerations*) of this document and the tax considerations set out in Part 4 (*Tax Considerations*).

Nothing in this document constitutes legal, tax, or other advice and if you are in any doubt about the contents of this document, you should consult your own professional adviser.

Yours faithfully,

Sarah McLaughlin
Company Secretary
on behalf of the Company

PART 2

PROPOSED AMENDMENT TO THE BYE-LAWS

Set out below is an explanation of the amendment to the Bye-Laws proposed to be made pursuant to the EGC Resolution set out in the Notice.

New Bye-Law

A new Bye-Law (the "**Mandatory Transfer Bye-Law**") is proposed to be inserted into the Bye-Laws, which, having regard to applicable regulatory requirements, guidance and expectations issued and/or communicated by regulatory authorities, effects the automatic transfer of all outstanding Euro Preference Stock held by the Euro Preference Stockholders to the Transferee(s) at the Transfer Price.

The text of the Mandatory Transfer Bye-Law is as follows:

"*147.* ***Mandatory Transfer of Euro Preference Stock***

*(a) In so far as may be permitted by the Act but notwithstanding any other provision of these Bye-Laws or the terms of issue of the euro Preference Stock to the contrary, and having regard to regulatory requirements, guidance and expectations applicable to the Bank issued and/or communicated by competent regulatory authorities including, but not limited to, the European Central Bank, the Central Bank of Ireland and the Single Resolution Board, with effect from the effectiveness of this Bye-Law (the "**Effective Date**"), any and all units of euro Preference Stock which are in issue on the Effective Date shall immediately be transferred to one or more subsidiaries of BOIG plc (as determined by the Directors) (each such transferee, a "**Transferee**") in accordance with the terms of this Bye-Law. Any such transfer shall be in exchange for a consideration of not less than €28.76 (twenty-eight euro and seventy-six cents) per unit of Euro Preference Stock in cash (the "**Transfer Price**") which shall be payable by or on behalf of the Transferee(s) to the holder of the relevant units of euro Preference Stock.*

*(b) In order to give effect to any transfer under sub-paragraph (a), the Directors may authorise any person to complete, execute, issue and deliver as attorney and/or agent on behalf of each of the holders of the euro Preference Stock in issue on the Effective Date (without the need for any further action being required to give effect thereto), an instrument of transfer or a dematerialised instruction (as appropriate) in respect of such units of euro Preference Stock as are subject to transfer under sub-paragraph (a) (the "**Transferred Stock**") to the Transferee(s) or take such other actions as the Directors, acting in good faith, may consider necessary or desirable to effect such transfer. Title to the Transferred Stock shall vest in and pass to the Transferee(s) with full effect immediately upon receipt by the Transferee(s) of an instrument of transfer, or delivery of a dematerialised instruction, executed or issued (as appropriate) in accordance with this sub-paragraph (b) and the Registrar shall be instructed to update the Register accordingly. Any share certificates representing the Transferred Stock shall be cancelled with immediate effect upon such transfer. The Directors may make such arrangements as they consider appropriate regarding the timing and method of payment of the Transfer Price to the former holder of the Transferred Stock, and neither the Bank nor the Transferee(s) shall incur any liability to any former holder of the Transferred Stock by reason of any delay in effecting such payment. Title to the Transferred Stock shall not in any circumstances be affected by, or conditional upon, any delay in making payment of the Transfer Price.*"

PART 3

KEY CONSIDERATIONS

Before making a decision to vote for or against the EGC Resolution at the EGC and/or the Class Meeting Resolution proposed at the Class Meeting, Stockholders should carefully consider all of the information in this document, including the following risk factors and other considerations.

Considerations for Euro Preference Stockholders if the Resolutions are approved

The Mandatory Transfer is being carried out by the Bank of Ireland Group to comply with regulatory expectations that the Company take steps to retire the remaining Euro Preference Stock. If the Resolutions are passed at the EGC and the Class Meeting, all of the Euro Preference Stock will, taking into consideration regulatory requirements, guidance and expectations issued and/or communicated by competent regulatory authorities (including the EBA's guidelines on legacy instruments), the Company's objectives with regard to simplification of the Company's capital structure, the Company's capital and resolution framework and its internal MREL issuance strategy, the interests of the Euro Preference Stockholders, and the best interests of the Company, be transferred pursuant to the Mandatory Transfer Bye-Law from the Euro Preference Stockholders to the Transferee(s) in exchange for the payment of the Transfer Price. Following such transfer, the Company intends to redeem the Euro Preference Stock from the Transferee(s) and cancel it in line with regulatory requirements.

Euro Preference Stockholders will have no right to opt out of the Mandatory Transfer once the Resolutions have been approved. The Company anticipates that BOI Nominee will vote in favour of the EGC Resolution proposed at the EGC and the Class Meeting Resolution proposed at the Class Meeting, thereby meaning that the Class Meeting Resolution is expected to be passed by the requisite majority at the Class Meeting. BOIG, as holder of all of the Ordinary Stock in the Company, also currently intends to vote in favour of the EGC Resolution at the EGC, thereby meaning that the EGC Resolution is expected to be passed by the requisite majority at the EGC. Accordingly, unless circumstances change, it is anticipated that the Mandatory Transfer Bye-Law will be approved and the Mandatory Transfer will occur as described in this document. If the Resolutions are approved, the Mandatory Transfer will occur regardless of whether or not a relevant Stockholder voted against the Resolutions.

Considerations for Euro Preference Stockholders if the Resolutions are not approved and the Mandatory Transfer does not occur

If the Resolutions are not approved, the Euro Preference Stock will not be transferred and redeemed and will remain in issue for the time being.

The continued existence of the Euro Preference Stock would be inconsistent with regulatory guidance and expectations issued and/or communicated by competent regulatory authorities (including the EBA's guidelines on legacy instruments), the Company's objectives with regard to simplification of the Company's capital structure, the Company's capital and resolution framework and its internal MREL issuance strategy (as discussed further under the heading 'Regulatory background' on page 11 of the Letter to Stockholders).

It will, therefore, remain the Bank of Ireland Group's intention to acquire all of the Euro Preference Stock, by way of other mechanisms including open market purchases, launching a tender offer, or otherwise, in accordance with applicable law. Any subsequent acquisitions will be subject to their own terms and conditions, which may be on terms different from the Mandatory Transfer, including at a price which may be lower (or higher) than the Transfer Price. Any remaining Euro Preference Stockholders after such a subsequent offer may, where under that subsequent offer the acceptance level for triggering compulsory acquisition rights under the Companies Act is satisfied, therefore become subject to a compulsory acquisition at a price which may be lower than the Transfer Price.

Responsibility for Complying with the Procedures for Voting

Stockholders are responsible for complying with all of the procedures for voting on the Resolutions at the EGC and Class Meeting. None of the Company, the Bank of Ireland Group, the Registrar (or any of their respective affiliates) assumes any responsibility for informing Stockholders of irregularities with respect to any vote on a Resolution, or for notifying any Stockholder of any failure to follow the proper procedures.

If Euro Preference Stock is held through an intermediary, such intermediary will likely require the relevant Stockholder to take any action required in relation to the exercise of voting rights a number of days before the relevant deadline as specified in this document in order for such intermediary to in turn take the relevant actions on the Stockholder's behalf on or prior to the relevant deadline.

Holders of CDIs, EB Participants and other persons holding their interests in Euro Preference Stock through intermediaries are encouraged to consult with their custodian, stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for taking actions set out in this document.

Responsibility to Consult Advisers

Each Stockholder is solely responsible for making its own independent appraisal of all matters as such Stockholder deems appropriate (including relating to the Resolutions, the Mandatory Transfer, the Company and the Euro Preference Stock) and each Stockholder must make its own decision as to whether to vote for or against the Resolutions.

Stockholders should consult their own tax, accounting, financial, legal and/or other advisers regarding the consequences (tax, accounting or otherwise) of the Mandatory Transfer of their Euro Preference Stock.

Tax Consequences

Part 4 (*Tax Considerations*) of this document (at pages 20 and 21) describes the material tax consequences that may apply to Irish resident Euro Preference Stockholders and non-Irish resident Euro Preference Stockholders arising from the Mandatory Transfer and/or the receipt by them of the Transfer Price.

Stockholders are urged to consult their own professional advisers regarding the possible tax consequences to them that may arise under the laws of the jurisdictions that apply to them in connection with the Mandatory Transfer and the receipt of any Transfer Price.

Other Purchases of Euro Preference Stock

If the Mandatory Transfer is not completed, the Company, the Bank of Ireland Group and its respective affiliates may, to the extent permitted by applicable law, continue to acquire, from time to time, Euro Preference Stock other than pursuant to the Mandatory Transfer, including through open market purchases and privately negotiated transactions, or otherwise, upon such terms and at such prices as they may determine, which may be more or less than the Transfer Price and could be for cash or other consideration or otherwise on terms more or less favourable than those contemplated by the Mandatory Transfer.

PART 4

TAX CONSIDERATIONS

The following is a high-level summary of the material Irish tax considerations relating to the Mandatory Transfer of Euro Preference Stock applicable to the persons who are the absolute beneficial owners of Euro Preference Stock for Irish tax purposes.

This summary is general in nature and does not represent a detailed description of the Irish tax considerations for Euro Preference Stockholders in light of their particular circumstances. The summary is based on existing Irish tax law and published practice of the Irish Revenue Commissioners as at the date hereof. Changes in law and/or administrative practice may result in changes to the Irish tax considerations described, possibly with retrospective effect. Euro Preference Stockholders who are in any doubt about their tax position and/or may be subject to taxation in any jurisdiction other than Ireland are strongly recommended to consult an appropriately qualified independent professional adviser immediately for tax advice in connection with the Mandatory Transfer of their Euro Preference Stock.

Irish Capital Gains Tax

Irish resident Euro Preference Stockholders

Euro Preference Stockholders that are resident or ordinarily resident in Ireland for Irish tax purposes or that have used their Euro Preference Stock in or for the purposes of a trade carried on by the Euro Preference Stockholder in Ireland through a branch or agency, or whose Euro Preference Stock was used, held or acquired for use by or for the purposes of such a branch or agency (each an "**Irish Holder**") will, subject to the availability of any exemptions and reliefs, generally be within the charge to Irish capital gains tax, referred to as "**Irish CGT**", or, in the case of certain corporate holders, corporation tax on chargeable gains (as applicable) on the disposal of their Euro Preference Stock pursuant to the Mandatory Transfer.

For the purpose of Irish CGT, an Irish Holder should be treated as having made a disposal of their Euro Preference Stock for consideration of an amount equal to the Transfer Price. This may, subject to the Irish Holder's individual circumstances and any available exemption or relief, give rise to a chargeable gain (or allowable loss) for the purposes of Irish CGT equal to the difference between the Transfer Price and the Euro Preference Stockholder's base cost in the Euro Preference Stock. Irish CGT applies a rate of 33% on any chargeable gain (subject to any available exemption or relief).

Non-Irish resident Euro Preference Stockholders

In general, a non-Irish Euro Preference Stockholder should not be within the charge to Irish CGT on the disposal of their Euro Preference Stock pursuant to the Mandatory Transfer.

A Euro Preference Stockholder who is an individual and who is temporarily non-resident in Ireland may, under Irish anti-avoidance legislation, be liable to Irish CGT on any chargeable gain realised on the disposal of their Euro Preference Stock during the period in which the individual is a non-resident.

Irish Stamp Duty

Euro Preference Stockholders will not be chargeable to Irish stamp duty on the disposal of their Euro Preference Stock as a result of the Mandatory Transfer.

Irish Dividend Withholding Tax

The payment of the Transfer Price to the Euro Preference Stockholders will not be subject to dividend withholding tax in Ireland on the basis that the arrangement does not form part of a scheme the main purpose of which is to enable the owner of the Euro Preference Stock to participate in the profits of the Company without receiving a dividend.

PART 5

PROXY VOTING

The following is a high-level summary of how Stockholders may attend the EGC and/or Class Meeting and vote on the EGC Resolution and Class Meeting Resolution or appoint a proxy to vote on their behalf.

Detailed instructions on appointing a proxy and voting for the EGC are set out on pages 26 to 30 of this document. Detailed instructions on appointing a proxy and voting for the Class Meeting are set out on pages 32 to 36 of this document. The process to be followed will depend on the manner in which a Stockholder holds their Ordinary Stock and/or Euro Preference Stock. Please note that it is recommended that you consult with your stockbroker or other custodian or intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the EGC and Class Meeting through the EB System or CREST.

Holders of Euro Preference Stock in the Company's register of members at 6.00 pm on Monday, 21 September 2026, being the record date for attending and voting at the EGC and Class Meeting, may attend and vote on the Resolutions, or submit a proxy vote: Euro Preference Stockholders are entitled to attend the EGC and vote on the EGC Resolution in respect of their own holding(s) of such Euro Preference Stock and/or appoint a proxy to do so on their behalf. A form of proxy for use by Euro Preference Stockholders for the EGC ("**Preference Form of Proxy**") is enclosed with this document.

Euro Preference Stockholders are also entitled to attend the Class Meeting and vote on the Class Meeting Resolution in respect of their own holding(s) of such Euro Preference Stock and/or appoint a proxy to do so on their behalf. A form of proxy for use by Euro Preference Stockholders for the Class Meeting (the "**Class Meeting Form of Proxy**") is enclosed with this document.

Persons who hold their interests in Ordinary Stock and/or Euro Preference Stock as Belgian law rights through the securities settlement system operated by Euroclear Bank SA/NV ("**Euroclear Bank**") (the "**EB System**") or as CREST Depository Interests ("**CDIs**") through the CREST system ("**CREST**") should consult with their custodian, stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the EGC or Class Meeting through the respective systems.

To be valid, all proxy instructions (whether submitted (a) directly by way of a completed Form of Proxy, Preference Form of Proxy or Class Meeting Form of Proxy or (b) electronically via www.eproxyappointment.com or by scanning the QR code and following the instructions on the Preference Form of Proxy or Class Meeting Form of Proxy, in the case of holders of Ordinary Stock and/or Euro Preference Stock whose ownership is directly recorded on the register of members, or (c) through the EB System (in the case of EB Participants) or (d) through CREST (in the case of holders of CDIs)), together with any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be submitted as soon as possible, but in any event so as to be received by the Company's Registrar, Computershare Investor Services (Ireland) Limited (the "Registrar"), no later than: (i) in the case of the EGC, 4.00 p.m. (Irish time) on Wednesday, 23 September 2026 or 48 hours before any adjourned EGC or (in the case of a poll taken otherwise than at or on the same day as the EGC or adjourned EGC) at least 48 hours before the time appointed for the taking of a poll, and (ii) in the case of the Class Meeting, 4.15 p.m. (Irish time) on Wednesday, 23 September 2026 or 48 hours before any adjourned Class Meeting or (in the case of a poll taken otherwise than at or on the same day as the Class Meeting or adjourned Class Meeting) at least 48 hours before the time appointed for the taking of a poll. SEE THE SECTION 'EXPECTED

TIMETABLE OF PRINCIPAL EVENTS AND KEY VOTING DEADLINES' ON PAGES 6 AND 7 OF THIS DOCUMENT FOR MORE DETAILS ON VOTING DEADLINES.

Persons holding interests in Ordinary Stock and/or Euro Preference Stock through the EB System and/or via CDIs in CREST will also need to comply with any additional voting deadlines imposed by their respective service offerings, as well as any additional deadlines set by their custodians, stockbrokers or other intermediaries. All persons affected are recommended to consult with their custodian, stockbroker or other intermediary at the earliest opportunity. A list of deadlines is available on pages 6 and 7 of this document. Further information on the procedures to be followed in order to validly appoint a proxy for the EGC is set out on pages 26 to 30 of this document. Further information on the procedures to be followed in order to validly appoint a proxy for the Class Meeting is set out on pages 32 to 36 of this document.

APPENDIX I

NOTICE OF EXTRAORDINARY GENERAL COURT
OF
THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND (THE "COMPANY") (THE "NOTICE")

NOTICE is hereby given that an Extraordinary General Court ("**EGC**") of the Company will be held at Arthur Cox LLP, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland on Friday, 25 September 2026 at 4.00 p.m. for the following purposes:

For the holders of the ordinary stock of €0.05 each in the capital of the Company ("**Ordinary Stock**") and the 12% Non-Cumulative Euro Preference Stock of €1.27 each in the Company to consider and, if thought fit, to pass the following resolution (the "**EGC Resolution**"):

1. **As a special resolution**

"**THAT**, subject to the approval of the requisite majority of the holders of the Euro Preference Stock at the class meeting to be held on Friday, 25 September 2026 ("**Class Meeting**"), the Bye-Laws of the Company be and are hereby amended by the insertion of the following text as a new Bye-Law immediately following the existing Bye-Law 146, with effect from immediately following the passing of the EGC Resolution at the EGC and the conclusion of the Class Meeting of the Euro Preference Stockholders:

Mandatory Transfer of Euro Preference Stock

147. (a) In so far as may be permitted by the Act but notwithstanding any other provision of these Bye-Laws or the terms of issue of the euro Preference Stock to the contrary, and having regard to regulatory requirements, guidance and expectations applicable to the Bank issued and/or communicated by competent regulatory authorities including, but not limited to, the European Central Bank, the Central Bank of Ireland and the Single Resolution Board, with effect from the effectiveness of this Bye-Law (the "**Effective Date**"), any and all units of euro Preference Stock which are in issue on the Effective Date shall immediately be transferred to one or more subsidiaries of BOIG plc (as determined by the Directors) (each such transferee, a "**Transferee**") in accordance with the terms of this Bye-Law. Any such transfer shall be in exchange for a consideration of not less than €28.76 (twenty-eight euro and seventy-six cents) per unit of Euro Preference Stock in cash (the "**Transfer Price**") which shall be payable by or on behalf of the Transferee(s) to the holder of the relevant units of euro Preference Stock.

(b) In order to give effect to any transfer under sub-paragraph (a), the Directors may authorise any person to complete, execute, issue and deliver as attorney and/or agent on behalf of each of the holders of the euro Preference Stock in issue on the Effective Date (without the need for any further action being required to give effect thereto), an instrument of transfer or a dematerialised instruction (as appropriate) in respect of such units of euro Preference Stock as are subject to transfer under sub-paragraph (a) (the "**Transferred Stock**") to the Transferee(s) or take such other actions as the Directors, acting in good faith, may consider necessary or desirable to effect such transfer. Title to the Transferred Stock shall vest in and pass to the Transferee(s) with full effect immediately upon receipt by the Transferee(s) of an instrument of transfer, or delivery of a dematerialised instruction, executed or issued (as appropriate) in accordance with this sub-paragraph (b) and the Registrar shall be instructed to update the Register accordingly. Any share certificates representing the Transferred Stock shall be cancelled with immediate effect upon such transfer. The Directors may make such arrangements as they consider appropriate regarding the timing and method of payment of the

Transfer Price to the former holder of the Transferred Stock, and neither the Bank nor the Transferee(s) shall incur any liability to any former holder of the Transferred Stock by reason of any delay in effecting such payment. Title to the Transferred Stock shall not in any circumstances be affected by, or conditional upon, any delay in making payment of the Transfer Price."

By order of the Court of Directors

Sarah McLaughlin
Company Secretary

The Governor and Company of the Bank of Ireland
2 College Green
Dublin 2
D02 VR66
Ireland

Wednesday, 2 September 2026

NOTES TO THE NOTICE OF EGC

Entitlement to attend and vote

1. Only those holders of the Company's Ordinary Stock who are registered on the Company's register of members at:

   (a) 6.00 p.m. on Monday, 21 September 2026 (being the Record Date specified by the Company for eligibility for voting); or

   (b) if the EGC is adjourned, at 6.00 p.m. on the day before a date not more than 72 hours prior to the adjourned EGC,

   are entitled to attend, speak, ask questions and vote at the EGC.

2. Those holders of Euro Preference Stock as at 6.00 p.m. on the Record Date are entitled to attend and vote on the EGC Resolution in respect of their own holding(s) of Euro Preference Stock, on the basis that the EGC Resolution varies the rights attaching to the Euro Preference Stock.

3. Voting on the EGC Resolution will be carried out by poll. On a poll in respect of the EGC Resolution: (a) every holder of Ordinary Stock shall be entitled to one vote per unit of Ordinary Stock, and (b) every holder of Euro Preference Stock shall be entitled to two votes per unit of Euro Preference Stock held by them.

Exercising your right to vote

4. As a holder of Ordinary Stock and/or Euro Preference Stock, you have several ways to exercise your right to vote, depending on the manner in which you hold your Euro Preference Stock and/or Ordinary Stock:

   - in the case of Stockholders whose ownership of the Ordinary Stock and/or Euro Preference Stock is directly recorded on the register of members:

     - by attending the EGC in person; or

     - by appointing (either electronically or by returning a completed Preference Form of Proxy or Form of Proxy (as defined below)) the Chairperson of the EGC or another person as a proxy to attend the EGC and vote on your behalf;

   - in the case of Stockholders who hold their Euro Preference Stock and/or Ordinary Stock through CDIs in CREST ("**CDI Holders**"):

     - by sending electronic voting instructions to Euroclear Bank via Broadridge Financial Solutions Limited ("**Broadridge**"), a third party service provider; or

     - by appointing a proxy via the Broadridge Global Proxy Voting Service to attend and vote at the EGC; and

   - in the case of Stockholders who hold their Euro Preference Stock and/or Ordinary Stock in the Euroclear Bank System ("**EB System**") through Euroclear Bank Participants ("**EB Participants**"):

     - by sending electronic voting instructions to Euroclear Bank via SWIFT or to Easy Way Corporate Actions; or

- 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 Chairperson of the EGC) to attend and vote at the EGC.

The information set out in this document in relation to voting procedures for persons who hold their interests in the Euro Preference Stock and/or Ordinary Stock as Belgian law rights through the EB System or as CDIs through CREST system ("**CREST**") is for guidance only and such persons should consult with their custodian, stockbroker or other intermediary at the earliest opportunity for information on the processes and timelines for submitting proxies and voting instructions for the EGC through the respective systems.

For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian.

Appointment of proxies

5. The holders of the Euro Preference Stock are entitled to appoint a proxy to attend and vote at the EGC instead of it/him/her. The holder of the Company's Ordinary Stock is entitled to appoint a proxy to attend, speak, ask questions and vote at the EGC instead of it. A form of proxy for use by Euro Preference Stockholders (the "**Preference Form of Proxy**") and a form of proxy for use by the Ordinary Stockholder (the "**Form of Proxy**") are enclosed with this document, or are otherwise being delivered to holders of the Company's Ordinary Stock and Euro Preference Stock. A Stockholder may appoint more than one proxy to attend and vote at the EGC in respect of stock held in different securities accounts.

6. Stockholders 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 stock held by that Stockholder. A proxy need not be a Stockholder of the Company. If you wish to appoint more than one proxy then please contact the Company's Registrar, Computershare Investor Services (Ireland) Limited via email at clientservices@computershare.ie.

7. To be valid, all proxy instructions (whether submitted directly by way of a completed Form of Proxy, Preference Form of Proxy or electronically via www.eproxyappointment.com or by scanning the QR code and following the instructions of their Preference Form of Proxy or Class Meeting Form of Proxy, in the case of holders of Euro Preference Stock whose ownership is directly recorded on the register of members, or through the EB System (in the case of EB Participants) or through CREST (in the case of holders of CDIs)), together with any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be submitted as soon as possible, but in any event so as to be received by the Company's Registrar, Computershare Investor Services (Ireland) Limited by post to PO Box 13030, Dublin 24, or by hand to 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, no later than 4.00 p.m. (Irish time) on Wednesday, 23 September 2026 or 48 hours before any adjourned EGC or (in the case of a poll taken otherwise than at or on the same day as the EGC or adjourned EGC) at least 48 hours before the time appointed for the taking of a poll.

8. Holders of CDIs and/or investors who hold their interests in Euro Preference Stock through EB Participants in the EB System wishing to attend and vote at the EGC must arrange to have themselves appointed as their own proxy as explained in notes 21 and 22 below.

9. 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.

Proxy Voting by Stockholders holding Stock directly in registered form

10. Stockholders whose ownership is directly recorded on the register of members and who hold Euro Preference Stock and/or Ordinary Stock in registered form who wish to appoint a proxy should complete the Preference Form of Proxy and/or the Form of Proxy (as applicable) in accordance with the instructions printed thereon.

11. Stockholders whose ownership is directly recorded on the register of members and who hold Euro Preference Stock in registered 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 at www.eproxyappointment.com or by scanning the QR code and following the instructions on their Preference Form of Proxy. Stockholders will need their 5-digit PIN Number, Stockholder Reference Number and Control Number, which you will receive on your Preference Form of Proxy.

12. For Stockholders whose name appears on the register of members of the Company, the appointment of a proxy will not preclude that Stockholder from attending and voting in person at the EGC.

Proxy voting by CDI Holders

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

14. 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: uk-membership@euroclear.com.

15. 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.

16. 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 in respect of the number of Stock 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.

17. Broadridge's voting deadline is expected to be earlier than Euroclear Bank's voting instruction deadline as set out in note 22. CDI Holders should refer to the EUI corporate

actions bulletin for further information on cut-off deadlines, and should consult with the intermediary through which they hold their interests at the earliest opportunity.

18. As the CDI voting deadline is expected to be before the Record Date, CDI holders that wish to appoint and instruct the Chairperson of the EGC as their proxy and vote on their behalf at the EGC 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 EGC, unless otherwise specified by Broadridge. TTE instructions are to be read in conjunction with the voting instructions formally lodged and on their own do not constitute voting instructions.

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

20. CDI Holders are additionally advised that any purchases which are expected to settle after the voting deadline 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.

Proxy voting by EB Participants

21. Persons who hold their interests in Ordinary Stock and/or Euro Preference Stock through an EB Participant can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in January 2026 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 or by appointing the Chairperson of the EGC as a proxy, to:
        - vote in favour of all or a specific resolution(s);
        - vote against all or a specific resolution(s);
        - abstain in respect of all or a specific resolution(s); or
        - give a discretionary vote to the Chairperson of the EGC for the resolution(s);
    - give a proxy voting instruction to appoint a third party (other than Euroclear Nominees or the Chairperson of the EGC) who may be a corporate representative or the EB Participant themselves, to attend the meeting and vote the number of Euro Preference Stock and/or Ordinary Stock 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.

22. Euroclear Bank's voting instruction deadline is expected to be 3.00 p.m. (Irish time) on Wednesday, 23 September 2026 being one hour prior to the Company's proxy appointment deadline. Persons holding through EB Participants should refer to the corporate actions notification to be issued by Euroclear Bank to EB Participants in the EB System for proposed deadlines for voting. Euroclear Bank may block the instructed positions of EB Participants in Euro Preference Stock between its voting instruction deadline and the close of business on the

Record Date for the EGC (i.e. close of business on Monday, 21 September 2026). Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline.

Voting by corporate representatives

23. Any corporation sole or body corporate which is a registered member and holds Euro Preference Stock and/or Ordinary Stock in registered form on the Company's register of members 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 EGC. 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. 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 13 to 22.

Voting on a Poll

24. Where a poll is taken at the EGC, holders of the Company's Ordinary Stock and/or Euro Preference Stock holding more than one unit of Ordinary Stock and/or Euro Preference Stock need not use all of its votes or cast his/her votes in the same way.

Outstanding Stock Options

25. There are no outstanding stock options issued by the Company.

APPENDIX II

NOTICE OF A CLASS MEETING OF THE 12% NON-CUMULATIVE EURO PREFERENCE STOCK

OF

THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND (THE "COMPANY") (THE "NOTICE")

NOTICE is hereby given that a Class Meeting of holders of the 12% Non-Cumulative Euro Preference Stock of €1.27 each of the Company (the "**Euro Preference Stock**") will be held at Arthur Cox LLP, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland on Friday, 25 September 2026 at 4.15 p.m., or, if later, immediately after the conclusion of the Extraordinary General Court of the Company (the "**EGC**") scheduled to be held at the same location at 4.00 p.m. on Friday, 25 September 2026, for the following purpose:

For the holders of the Euro Preference Stock to consider and, if thought fit, to pass the following resolution (the "**Class Meeting Resolution**"):

1. **As a special resolution**

   "**THAT**, subject to and conditional upon the approval of the resolution proposed at the EGC of the Company to be held on Friday, 25 September 2026 (the "**EGC Resolution**"), details of which are set out in the notice of EGC to stockholders of the Company dated Wednesday, 2 September 2026 (the "**Notice of EGC**") (a copy of which has been delivered to registered holders of the Euro Preference Stock), by the requisite majority of stockholders of the Company, in accordance with Bye-Law 6(E)(1)(b), Bye-Law 6(H) and Bye-Law 8 of the Bye-Laws of the Company and the Companies Act 2014, **IT IS RESOLVED** that any variation, modification or abrogation of the rights attaching to the Euro Preference Stock by virtue of the passing of the EGC Resolution as described in the Notice of EGC, be and are hereby approved."

By order of the Court of Directors

Sarah McLaughlin
Company Secretary

The Governor and Company of the Bank of Ireland
2 College Green
Dublin 2
D02 VR66
Ireland

Wednesday, 2 September 2026

NOTES TO THE NOTICE OF CLASS MEETING

Entitlement to attend and vote

1. Only those holders of the Euro Preference Stock who are registered on the Company's register of members at:

   (a) 6.00 p.m. on Monday, 21 September 2026 (being the Record Date specified by the Company for eligibility for voting); or

   (b) if the Class Meeting is adjourned, at 6.00 p.m. on the day before a date not more than 72 hours prior to the adjourned Class Meeting,

   are entitled to attend and vote at the Class Meeting.

2. Voting on the Class Meeting Resolution will be carried out by poll. On a poll in respect of the Class Meeting Resolution, holders of Euro Preference Stock shall be entitled to one vote per unit of Euro Preference Stock held by them.

Exercising your right to vote

3. As a Euro Preference Stockholder, you have several ways to exercise your right to vote, depending on the manner in which you hold your Euro Preference Stock:

   - in the case of Euro Preference Stockholders whose ownership of the Euro Preference Stock is directly recorded on the register of members:
     - by attending the Class Meeting in person; or
     - by appointing (either electronically or by returning a completed Class Meeting Form of Proxy) the Chairperson of the Class Meeting or another person as a proxy to attend the Class Meeting and vote on your behalf;
   - in the case of Euro Preference Stockholders who hold their Euro Preference Stock through CDIs in CREST ("**CDI Holders**"):
     - by sending electronic voting instructions to Euroclear Bank via Broadridge Financial Solutions Limited ("**Broadridge**"), a third party service provider; or
     - by appointing a proxy via the Broadridge Global Proxy Voting Service to attend and vote at the Class Meeting; and
   - in the case of Euro Preference Stockholders who hold their Euro Preference Stock in the Euroclear Bank System ("**EB System**") through Euroclear Bank Participants ("**EB Participants**"):
     - by sending electronic voting instructions to Euroclear Bank via SWIFT or to Easy Way Corporate Actions; or
     - 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 Chairperson of the Class Meeting) to attend and vote at the Class Meeting.

The information set out in this document in relation to voting procedures for persons who hold their interests in the Euro Preference Stock as Belgian law rights through the EB System or as CDIs through CREST system ("**CREST**") is for guidance only and such persons should consult with their custodian, stockbroker or other intermediary at the earliest opportunity for information on the processes and timelines for submitting proxies and voting instructions for the Class Meeting through the respective systems.

For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian.

Appointment of proxies

4. The holders of the Euro Preference Stock are entitled to appoint a proxy to attend and vote at the Class Meeting instead of it/him/her. A form of proxy for use by Euro Preference Stockholders for the Class Meeting (the "**Class Meeting Form of Proxy**") is enclosed with this document, or is otherwise being delivered to holders of the Euro Preference Stock. A Euro Preference Stockholder may appoint more than one proxy to attend and vote at the Class Meeting in respect of stock held in different securities accounts.

5. Euro Preference Stockholders 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 stock held by that Euro Preference Stockholder. A proxy need not be a Euro Preference Stockholder of the Company. If you wish to appoint more than one proxy then please contact the Company's Registrar, Computershare Investor Services (Ireland) Limited, via email at clientservices@computershare.ie.

6. To be valid, all proxy instructions (whether submitted directly by way of a completed Class Meeting Form of Proxy or electronically via www.eproxyappointment.com or by scanning the QR code and following the instructions of the form of proxy, in the case of holders of Euro Preference Stock whose ownership is directly recorded on the register of members, or through the EB System (in the case of EB Participants) or through CREST (in the case of holders of CDIs)), together with any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be submitted as soon as possible, but in any event so as to be received by the Company's Registrar, Computershare Investor Services (Ireland) Limited by post to PO Box 13030, Dublin 24, or by hand to 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, no later than 4.15 p.m. (Irish time) on Wednesday, 23 September 2026 or 48 hours before any adjourned Class Meeting or (in the case of a poll taken otherwise than at or on the same day as the Class Meeting or adjourned Class Meeting) at least 48 hours before the time appointed for the taking of a poll.

7. Holders of CDIs and/or investors who hold their interests in Euro Preference Stock through EB Participants in the EB System wishing to attend and vote at the Class Meeting must arrange to have themselves appointed as their own proxy as explained in notes 20 and 21 below.

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.

Proxy Voting by Euro Preference Stockholders holding Euro Preference Stock directly in registered form

9. Euro Preference Stockholders whose ownership is directly recorded on the register of members and who hold Euro Preference Stock in registered form who wish to appoint a proxy

should complete the Class Meeting Form of Proxy in accordance with the instructions printed thereon.

10. Euro Preference Stockholders whose ownership is directly recorded on the register of members and who hold Euro Preference Stock in registered 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 at www.eproxyappointment.com or by scanning the QR code and following the instructions on the form of proxy. Stockholders will need their 5-digit PIN Number, Stockholder Reference Number and Control Number, which you will receive on your Class Meeting Form of Proxy.

11. For Euro Preference Stockholders whose name appears on the register of members of the Company, the appointment of a proxy will not preclude that Euro Preference Stockholder from attending and voting in person at the Class Meeting.

Proxy voting by CDI Holders

12. In respect of CDI Holders, Euroclear UK & International Limited ("**EUI**"), the operator of the CREST system, 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 & International" 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: uk-membership@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 in respect of the number of Stock 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 in note 21. CDI Holders should refer to the EUI corporate actions bulletin for further information on cut-off deadlines, and should consult with the intermediary through which they hold their interests at the earliest opportunity.

17. As the CDI voting deadline is expected to be before the Record Date, CDI holders that wish to appoint and instruct the Chairperson of the Class Meeting as their proxy and vote on their

behalf at the Class Meeting 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 Class Meeting, unless otherwise specified by Broadridge. TTE instructions are to be read in conjunction with the voting instructions formally lodged and on their own do not constitute voting instructions.

18. CDI Holders should pay close attention to any notices specifically relating to this Class Meeting and are strongly encouraged to familiarise themselves with Broadridge's arrangements, including the 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.

19. CDI Holders are additionally advised that any purchases which are expected to settle after the voting deadline 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.

Proxy voting by EB Participants

20. Persons who hold their interests in Euro Preference Stock through an EB Participant can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in January 2026 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 or by appointing the Chairperson of the Class Meeting as a proxy, to:
        - vote in favour of all or a specific resolution(s);
        - vote against all or a specific resolution(s);
        - abstain in respect of all or a specific resolution(s); or
        - give a discretionary vote to the Chairperson of the Class Meeting for the resolution(s);
    - give a proxy voting instruction to appoint a third party (other than Euroclear Nominees or the Chairperson of the Class Meeting) who may be a corporate representative or the EB Participant themselves, to attend the meeting and vote the number of Euro Preference Stock 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.

21. Euroclear Bank's voting instruction deadline is expected to be 3.15 p.m. (Irish time) on Wednesday, 23 September 2026 being one hour prior to the Company's proxy appointment deadline. Persons holding through EB Participants should refer to the corporate actions notification to be issued by Euroclear Bank to EB Participants in the EB System for proposed deadlines for voting. Euroclear Bank may block the instructed positions of EB Participants in Euro Preference Stock between its voting instruction deadline and the close of business on the Record Date for the Class Meeting (i.e. close of business on Monday, 21 September 2026). Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline.

Voting by corporate representatives

22. Any corporation sole or body corporate which is a registered member and holds Euro Preference Stock in registered form on the Company's register of members 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 Class Meeting. 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. 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 21.

Voting on a Poll

23. Where a poll is taken at the Class Meeting, Euro Preference Stockholders holding more than one unit of Euro Preference Stock need not use all of its votes or cast his/her votes in the same way.

Outstanding Stock Options

24. There are no outstanding stock options issued by the Company.

APPENDIX III

TABLE OF KEY DEFINITIONS

The following is a summary of certain key definitions used in this document. This table is not an exhaustive list of all definitions in this document.

General Definitions

"**Bank of Ireland Group**"	The group of companies made up of Bank of Ireland Group plc and its subsidiaries.
"**BOI Nominee**"	Bank of Ireland Nominee 3 Limited, a Bank of Ireland Group company that currently holds 89.6% of the issued and outstanding Euro Preference Stock.
"**BOIG**"	Bank of Ireland Group plc, the parent company of the Bank and of the Bank of Ireland Group.
"**Bye-Laws**"	The existing bye-laws of the Company.
"**Class Meeting Form of Proxy**"	A form of proxy for use by Euro Preference Stockholders for the Class Meeting, as enclosed with this document.
"**Class Meeting Resolution**"	The resolution proposed at the Class Meeting to be held on 25 September 2026 to approve the amendment to the Company's Bye-Laws, as set out in the Notice of Class Meeting.
"**Class Meeting**"	The class meeting of the holders of the Euro Preference Stock to be held at Arthur Cox LLP, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland at 4.15 p.m. on 25 September 2026 or, if later, immediately after the conclusion of the EGC.
"**Company**" or the "**Bank**"	The Governor and Company of the Bank of Ireland.
"**EGC Resolution**"	The resolution proposed at the EGC of the Company to be held on 25 September 2026 to amend the Company's Bye-Laws, as set out in the Notice of the EGC.
"**EGC**"	The Extraordinary General Court of The Governor and Company of the Bank of Ireland to be held at Arthur Cox LLP, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland at 4.00 p.m. on 25 September 2026, at which the Ordinary Stockholders and the Euro Preference Stockholders are entitled to attend and vote.
"**Euro Preference Stock**"	The 12% Non-Cumulative Euro Preference Stock issued by the Bank (ISIN: IE0000730790).

"**Euro Preference Stockholders**"	The holders of the Euro Preference Stock.
"**Fair Market Value**"	The Company, with the support of external financial advisers, has carried out an updated valuation exercise in respect of the Euro Preference Stock pursuant to which the fair market value of each unit of Euro Preference Stock was determined to be €27.24 per unit, including a Payment in Lieu of Dividend (the "**Fair Market Value**"). The "**Payment in Lieu of Dividend**" is a cash amount per unit of Euro Preference Stock of €0.167 which is equal to the amount of the dividends that would have accrued on the Euro Preference Stock from (and including) the date of the preceding preference dividend payment date prior to the Transfer Date (being 20 August 2026) to (but excluding) the expected Payment Date of 29 September 2026, if such dividends were cumulative and calculated on the basis of a 365 day year and the actual number of days elapsed in such period.
"**Forms of Proxy**"	The Class Meeting Form of Proxy and the Preference Form of Proxy.
"**MREL**"	The Minimum Requirement for Own Funds and Eligible Liabilities, being the regulatory requirement for institutions to maintain eligible own funds and liabilities for resolution purposes.
"Letter to Stockholders"	The letter to Stockholders which is set out on pages 8 to 16 of this document.
"**Mandatory Transfer Bye-Law**"	The new Bye-Law proposed to be inserted into the Bye-Laws, which, having regard to applicable regulatory requirements, guidance and expectations issued and/or communicated by regulatory authorities, effects the automatic transfer of all outstanding Euro Preference Stock held by the Euro Preference Stockholders to the Transferee(s) at the Transfer Price. See the section '*Proposed Amendment To The Bye-Laws'* on page 17 of this document.
"**Mandatory Transfer"**	The mandatory transfer of the Euro Preference Stock to the Transferee(s) will be implemented if the Resolutions are approved by a requisite majority of Stockholders.
"**Meeting Circular**"	The contents of pages 6 to 41 of this document.
"Notice of Class Meeting"	The notice of Class Meeting as set out on page 31 of this document.
"**Notice of EGC"**	The notice of EGC as set out on pages 24 and 25 of this document.
"**Ordinary Stock**"	The €0.05 ordinary stock issued by The Governor and Company of the Bank of Ireland.
"**Ordinary**	BOIG, as the 100% holder of the Ordinary Stock.

Stockholder”	
“**Payment Date**”	As soon as reasonably practicable following the Transfer Date, with payment expected to be made on 29 September 2026.
“**Preference Form of Proxy**”	A form of proxy for use by Euro Preference Stockholders for the EGC.
“**Record Date**”	The record date for the purposes of determining entitlements to vote at the EGC and/or the Class Meeting, as detailed on page 6 of this document.
“**Registrar**”	Computershare Investor Services (Ireland) Limited.
“**Resolutions**”	The EGC Resolution and the Class Meeting Resolution.
“Stockholders”	The Euro Preference Stockholders and the Ordinary Stockholders.
“**Transfer Date**”	The date on which the Mandatory Transfer would be effected, expected to be immediately after the approval of the Resolutions on 25 September 2026, if the Resolutions are approved.
“**Transfer Price**”	The proposed Transfer Price of €28.76 in aggregate per unit of Euro Preference Stock, which includes a goodwill amount of €1.524, equivalent to an additional one year dividend payment, in addition to the Fair Market Value.
“**Transferee(s)**”	One or more entities within the Bank of Ireland Group to whom the Euro Preference Stock will be transferred, if the Resolutions are approved.

Definitions relevant to Stockholders holding through a clearing system

"**Euroclear Bank**" or the "**EB System**"	The securities settlement system operated by Euroclear Bank SA/NV.
"**EB Participants**"	participants in the EB System.
"**CDIs**"	CREST Depository Interests held through the CREST system ("**CREST**").
"**CDI Holders**"	Stockholders who hold their Euro Preference Stock and/or Ordinary Stock through CDIs in CREST.
"**CREST**"	The CREST electronic securities system operated by Euroclear UK & International Limited.
"**EUI**"	Euroclear UK & International Limited.
"**Euroclear Nominees**"	Euroclear Nominees Limited, the nominee of Euroclear Bank.

Note: Further information on the procedures to be followed in order to validly appoint a proxy for the EGC and the Class Meeting respectively (including for Stockholders holding through a clearing system) is set out on pages 26 to 30 and pages 32 to 36 of this document.

APPENDIX IV

DISCLAIMERS

Forward Looking Statements Disclaimer: This document contains certain forward-looking statements that reflect the Bank of Ireland Group's intent, beliefs or current expectations about the future and can be recognised by the use of words such as "expects," "will,", "anticipate," "intend", "estimate", "believe", "may", "could", "would", "should" or words of similar meaning. These forward-looking statements are not guarantees of any future performance and are necessarily estimates reflecting the best judgment of the directors of the Company and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. As a consequence, these forward-looking statements should be considered in light of various important factors that could cause actual results to differ materially from estimates or projections contained in the forward-looking statements, which include, without limitation, the risk factors set forth in this document. The Company cannot guarantee that any forward-looking statement will be realised, although they believe they have been prudent in their respective plans and assumptions. Achievement of future results is subject to risks, uncertainties and assumptions that may prove to be inaccurate. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. The Company undertakes no obligation to update publicly or release any revisions to these forward-looking statements to reflect events or circumstances or to reflect the occurrence of unanticipated events, except as required by applicable law.

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