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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 (“**Form of Proxy**”) and consult the stockbroker, bank or other agent through or by whom the transfer or sale was effected.

This document does not constitute or form part of any offer or invitation to purchase, otherwise acquire, subscribe for, sell, otherwise dispose of or issue, or any solicitation of any offer to sell, otherwise dispose of, issue, purchase, otherwise acquire or subscribe for, any security, in any jurisdiction in which such an offer, an invitation or a solicitation is unlawful.

THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND

NOTICE OF EXTRAORDINARY GENERAL COURT

Proposed conversion of the Sterling Preference Stock and the Euro Preference Stock into redeemable stock Proposed amendment of the Bye-Laws

Your attention is drawn to the letter to Stockholders which is set out on pages 7-15 of this document, which contains the key information for Stockholders (“**Stockholders**”) in relation to the resolutions to be proposed at the Extraordinary General Court (“**EGC**”) referred to below (the “**Resolutions**”). You should read this document in its entirety and consider whether or not to vote in favour of the Resolutions in light of the information contained in this document.

Notice of 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 on Friday, 24 November 2023 at 10.00 a.m. is set out on pages 22-24 of this document.

Please note that:

- (i) holders of Preference Stock (defined below) (“**Preference Stockholders**”) are entitled to attend and vote on Resolution 3 at the EGC in respect of their own holding(s) of such Preference Stock (“**Preference Stock**”);
- (ii) holders of Euro Preference Stock (as defined below) are also entitled to attend and vote on Resolution 1 at the EGC in respect of their own holding(s) of such Euro Preference Stock; and
- (iii) holders of Sterling Preference Stock (as defined below) are also entitled to attend and vote on Resolution 2 at the EGC in respect of their own holding(s) of such Sterling Preference Stock.

A form of proxy for use by Preference Stockholders is enclosed with this Notice (“**Preference Form of Proxy**”).

The holder of the Company’s Ordinary Stock (“**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 (the “**Form of Proxy**”) will be delivered to the holder of the Company’s Ordinary Stock.

Persons who hold their interests in Ordinary Stock and/or 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, and objections to the Conversion (defined below), through the respective systems.

To be valid, all proxy instructions (whether submitted (a) directly by way of a completed Form of Proxy or Preference Form of Proxy or (b) electronically via www.eproxyappointment.com in the case of holders of Ordinary Stock and/or Preference Stock in certificated (i.e. paper) form, 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 10.00 a.m. (Irish time) on Wednesday, 22 November 2023, 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. SEE THE SECTION ‘EXPECTED TIMETABLE OF PRINCIPAL EVENTS AND KEY VOTING DEADLINES’ ON PAGES 5 TO 6 OF THIS DOCUMENT FOR MORE DETAILS ON VOTING AND OBJECTION DEADLINES.

Persons holding interests in Ordinary Stock and/or Preference Stock through the EB System and/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. 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 5-6 of this document. Further information on the procedures to be followed in order to validly appoint a proxy are set out on pages 24-28 of this document.

Class general meetings of the holders of the Euro Preference Stock and the Sterling Preference Stock will also be held on Friday, 24 November 2023 following the conclusion of the EGC for the purposes of seeking the consent of those holders to the variation of the rights attaching to the Euro Preference Stock and the Sterling Preference Stock (“**Class Meetings**”). Details in relation to the Class Meetings will be posted separately to the Preference Stockholders, and separate voting arrangements will apply in respect of the Class Meetings.

This documents contains certain forward-looking statements that reflect the Group’s intent, beliefs or current expectations about the future and can be recognized by the use of words such as “expects,” “will,” “anticipate,” 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 materialize, 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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EXPECTED TIMETABLE OF PRINCIPAL EVENTS AND KEY VOTING DEADLINES

EGC Timetable

A timetable showing the key deadlines for (i) voting on the Resolutions, and (ii) submitting an objection to the conversion of the Preference Stock to redeemable stock is set out below.

Detailed instructions on appointing a proxy and voting are set out on pages 24 to 28 of this document. The process to be followed will depend on the manner in which a Stockholder holds their Ordinary Stock and/or 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 objection notices, through the EB System or CREST.

Event	Time and/or Date
Publication of this Document and Notice of EGC	1 November 2023
Period for Stockholders to object to the Conversion and the payment of the Redemption Price (the “ Objection Period ”)	1 November – 1.00 p.m. on Friday, 8 December
Record Date for the purposes of determining entitlements to vote at the EGC (the “ Record Date ”)	6.00 p.m. on Monday, 20 November 2023
Latest expected time for return of voting instructions on the Resolutions by holders of CDIs	Persons holding their interests through CDIs in CREST 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
Latest expected time for return of voting instructions on the Resolutions by EB Participants	Persons holding their interests through EB Participants 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
Latest time for return of voting instructions on Resolutions by holders of certificated Ordinary Stock and/or Preference Stock by post or electronically	10.00 a.m. on Wednesday, 22 November 2023
Extraordinary General Court	10.00 a.m. on Friday, 24 November 2023
Class Meeting of the Euro Preference Stockholders	11.00 a.m. on Friday, 24 November 2023, or, if earlier, immediately following the conclusion of the EGC

Class Meeting of the Sterling Preference Stockholders	12.00 p.m. (noon) on Friday, 24 November 2023, or, if earlier, immediately following the conclusion of the Class Meeting of the Euro Preference Stockholders
Amended Bye-Laws become effective	Immediately following the conclusion of the EGC, the Class Meeting of the Euro Preference Stockholders and the Class Meeting of the Sterling Preference Stockholders
Redemption Notices to be issued to Preference Stockholders	Monday, 27 November
Latest expected time for receipt of Objection Notice by holders of CDIs (“ CREST Objection Deadline ”)	Please refer to the EUI Corporate Actions Bulletin for cut-off deadline
Latest expected time for return of Objection Notice by EB Participants (“ EB Objection Deadline ”)	12.00 p.m. (noon) on Friday, 8 December 2023
Latest time for return of Objection Notice by holders of certificated Preference Stock by post or by hand	1.00 p.m. on Friday, 8 December 2023
Expiry of Objection Period (“ Objection Deadline ”)	1.00 p.m. on Friday, 8 December 2023
Conversion becomes effective (“ Conversion Time ”)	7.00 p.m. on Friday, 8 December 2023
Redemption and cancellation of Euro Preference Stock and Sterling Preference Stock becomes effective (“ Redemption Time ”)	7.00 a.m. on Monday, 11 December 2023
Payment of the Redemption Price to be made by the Company (or its nominee) for the Redemption	Monday, 11 December 2023
Proposed delisting date for Preference Stock	Prior to 31 December 2023, and such delisting arrangements will be more particularly described in a separate announcement issued by the Company

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 by announcement through a Regulatory Information Service.
- (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. **Additional deadlines apply to persons holding interests in Ordinary Stock and/or 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 objections to the Conversion, 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

Patrick Kennedy (Non-Executive Director, Bank Governor)
Richard Goulding (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)
Ian Buchanan (Non-Executive Director)
Evelyn Bourke (Non-Executive Director)
Steve Pateman (Non-Executive Director)
Eileen Fitzpatrick (Non-Executive Director)
Margaret Sweeney (Non-Executive Director)
Michele Greene (Non-Executive Director)

COMPANY SECRETARY

Sarah McLaughlin

REGISTERED OFFICE

40 Mespil Road, Dublin 4, Ireland

Letter to Stockholders

1 November 2023

To the holders of Ordinary Stock and Preference Stock

Conversion of Euro Preference Stock and Sterling Preference Stock into redeemable stock and the redemption of such stock

Amendment of the Bye-Laws

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, D03 T380, Ireland on Friday, 24 November 2023 at 10.00 a.m.

1. Introduction and Rationale

The Company previously announced on 21 June 2023 that its Preference Stock (defined below) no longer qualified as regulatory capital, and that it would be taking steps to remove these instruments, and in doing so, provide liquidity to Preference Stockholders.

Subsequent to that announcement, Bank of Ireland Nominee 3 Limited, a subsidiary of the Company’s parent company, launched a tender offer to acquire both (i) the 12% Non-Cumulative Euro Preference Stock of €1.27 each in the Company (ISIN IE0000730790) (the “**Euro Preference Stock**”), and (ii) the 12.625% Non-Cumulative Sterling Preference Stock of £1.00 each in the Company (ISIN IE0000730808) (the “**Sterling Preference Stock**”, and together with the Euro Preference Stock, the “**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, Bank of Ireland Nominee 3 Limited acquired approximately 66% of the Euro Preference Stock and 100% of the Sterling Preference Stock.

In order to provide additional liquidity in respect of the Euro Preference Stock, and to facilitate the retirement of capital instruments that no longer qualify as regulatory capital, the Company now proposes to convert the Euro Preference Stock into redeemable stock units, which will be redeemed by the Company at the same price as applied in the Tender Offer. The Company is taking a number of steps in this regard:

A. Convening an EGC to approve the conversion of the Euro Preference Stock and Sterling Preference Stock into redeemable stock, and to amend the redemption mechanics in the Bye-Laws

This document, including the Notice set out at pages 22-24, convenes an EGC of the Company to approve the conversion of the both the Euro Preference Stock and the Sterling Preference Stock to redeemable stock units, and related changes to the existing Bye-Laws of the Company (the “**Bye-Laws**”).

B. Convening separate Class Meetings of the holders of Euro Preference Stock and Sterling Preference Stock

The proposed Resolutions also require the separate approval of the holders of the Euro Preference Stock and of the Sterling Preference Stock as separate classes, insofar as the proposed Resolutions vary the rights attaching to that class of stock. Class Meetings of the holders of the Euro Preference Stock and the Sterling Preference Stock will also be held on Friday, 24 November 2023. The Company is sending a separate Notice of Class Meeting to the holders of the Preference Stock with details of the Class Meetings. Separate voting arrangements and proxy forms apply in respect of the Class Meetings, as set out in the Notices of Class Meeting.

C. Redemption of the Preference Stock, subject to right of holders to Object

If the Resolutions are approved at the EGC and the Class Meetings, the Company will proceed with the redemption of the Euro Preference Stock at the Euro Redemption Price (as defined below), save for any Euro Preference Stock in respect of which an Objection Notice (as detailed below) has been received.

The conversion of the Preference Stock into redeemable stock units is referred to in this document as the “**Conversion**”, and the redemption of the Preference Stock held by Non-Objecting Stockholders (defined below) is referred to in this document as the “**Redemption**”.

Registered holders of Euro Preference Stock (“**Euro Preference Stockholders**”) who do not wish to have their Euro Preference Stock converted into redeemable stock will be entitled to object to their Euro Preference Stock units being converted into redeemable stock, and if such an objection is received by the Company’s Registrar prior to the Objection Deadline, their Euro Preference Stock will not be converted to redeemable stock and will not be redeemed by the Company. Details of how to object to the Conversion are set out in section 2 of this letter.

However, Euro Preference Stockholders intending to vote against the Resolutions or to object to the Conversion of their Euro Preference Stock into redeemable stock are advised of the following risks:

- **Risk for Euro Preference Stockholders if the Resolutions are not approved:** if the Resolutions are not approved by the requisite majority, the Euro Preference Stock will not be redeemed as envisaged at the Euro Redemption Price (as defined below). It will remain the Bank of Ireland Group’s (the “**Group**”) intention, however, to acquire all of the Euro

Preference Stock by some other mechanism, including by way of open market purchases or launching another tender offer. Any subsequent acquisitions will be subject to their own terms and conditions, which may be on terms different from the Redemption, including at a price lower (or higher) than the Euro Redemption Price. Any remaining Euro Preference Stockholders after such a subsequent offer could, where under that subsequent offer the acceptance level for triggering compulsory acquisition rights under the Companies Act 2014 (the “**Companies Act**”) is satisfied, therefore become subject to compulsory acquisition by the Group at a price which may be lower than the Redemption Price.

- ***Risk for an Objecting Stockholder (defined below) if the Resolutions are approved:***
 - if the Resolutions are approved at the EGC and Class Meetings, the Group currently intends to launch a tender offer in respect of the Euro Preference Stock remaining after the Redemption (i.e. the Euro Preference Stock held by stockholders that objected to the Conversion of their Euro Preference Stock into redeemable stock units prior to the Objection Deadline). There is no guarantee that the price in respect of such tender offer will be the same as the Euro Redemption Price and it may be lower (or higher) than the Euro Redemption Price. Bank of Ireland Nominee 3 Limited intends to vote in favour of the Resolutions at the EGC and the Class Meetings. However, in the event that any stockholder objects to the conversion of its Euro Preference Stock into redeemable stock units, Bank of Ireland Nominee 3 Limited intends to also object to its approximately 66% holding of Euro Preference Stock being converted into redeemable stock units so that it can tender its holding of Euro Preference Stock in a subsequent tender offer by a member of the Group.
 - In the event that any holders of Euro Preference Stock objects to the Conversion, further tender offers may be made by a member of the Group. In the event of a subsequent tender offer made by a member of the Group, Bank of Ireland Nominee 3 Limited expects to accept the terms of such tender offer (which may be at a price lower (or higher) than the Euro Redemption Price). Depending on the number of other Objecting Stockholders other than Bank of Ireland Nominee 3 Limited, the 80% acceptance threshold required for triggering the compulsory acquisition procedure under the Companies Act may be satisfied in respect of the subsequent tender offer, and there is a significant risk that any remaining Objecting Stockholders could be subject to a compulsory acquisition, including at a price which may be lower than the Euro Redemption Price.

Although it is the Group’s current intention to acquire all of the Preference Stock pursuant to the Redemption, or otherwise in respect of Preference Stock held by Objecting Stockholders, please be aware that the Group is not obliged to make further tender offers or repurchases of the Preference Stock in the future, and that the Group’s intentions may change from time to time depending on circumstances.

The Company also intends to delist the Euro Preference Stock and the Sterling Preference Stock from the London Stock Exchange and Euronext Dublin prior to the end of 2023 (the “**Delisting**”), and a separate announcement will be made by the Company in relation to the cancellation of those listings.

Further details of the risks which Preference Stockholders should consider are set out in Part 3 (*Key Risks and Further Considerations*) of this document.

The Resolutions also propose the conversion of the Sterling Preference Stock into redeemable stock units, and their subsequent redemption, as provided for in the amendments to the Bye-Laws proposed in Resolution 3 (the “**Amended Bye-laws**”). If the Resolutions are passed, it is the Group’s intention that the Sterling Preference Stock will be redeemed at the Sterling Redemption Price (defined below) at the Redemption Time. Bank of Ireland Nominee 3 Limited, as holder of all of the Sterling Preference Stock, intends to vote in favour of the Resolutions at the EGC and the Class Meetings, and thereby

meaning that the resolution proposed at the Sterling Preference Stock Class Meeting will be passed by the requisite majority. Bank of Ireland Nominee 3 Limited also intends to vote in favour of the resolutions proposed at the EGC and the Euro Preference Stock Class Meeting, thereby making it likely that the resolution proposed at the Euro Preference Stock Class Meeting will pass by the requisite majority. Bank of Ireland Group plc, as holder of all of the Ordinary Stock in the Company, also currently intends to vote in favour of the Resolutions at the EGC, thereby meaning that the Resolutions will be passed by the requisite majority at the EGC.

As discussed in further detail in section 2 of this letter, all Preference Stockholders have the right to object to the Conversion of their Preference Stock into redeemable stock units, and to the associated payment of the Redemption Price, by submitting an Objection Notice to be received by the Company's Registrar prior to the Objection Deadline.

You will find the notice convening the EGC on pages 22-24 of this document (the “**Notice of EGC**”).

2. Conversion and Redemption Process

The purpose of the Resolutions and the EGC is to seek approval from Stockholders for the Conversion of the Preference Stock into redeemable stock units and the amendment of the Bye-Laws to provide for the redemption of the Preference Stock at the discretion of the Company in exchange for the payment of the Redemption Price. Further information on the Resolutions is set out in section 3 of this letter below.

If the Resolutions are passed at the EGC and the Class Meetings, it is proposed that the Conversion of the Preference Stock held by Non-Objecting Stockholders (defined below) will take effect at 7.00 p.m. on Friday, 8 December 2023, following the expiration of the Objection Deadline, and that the Redemption will take effect at 7.00 a.m. on Monday, 11 December 2023 (the “**Redemption Date**”), with payment of the Redemption Price being made to Non-Objecting Stockholders on the Redemption Date by the Company's Registrar on behalf of the Company.

If the Resolutions are passed at the EGC and Class Meetings, a redemption notice will be sent to all registered Preference Stockholders shortly following the EGC (the “**Redemption Notice**”) stating that the relevant Stockholder's Preference Stock will be converted into redeemable stock at the Conversion Time, and redeemed on the Redemption Date in exchange for payment of the applicable Redemption Price, **unless the Company's Registrar has received a valid Objection Notice (defined below) from the relevant Preference Stockholder prior to the Objection Deadline.** This process is described in more detail below. *Redemption Price and Payment*

The Redemption Price payable to Non-Objecting Stockholders on the Redemption Date as consideration for the Redemption of their Preference Stock is described in the Amended Bye-Laws, and is summarised as follow:

- (1) in respect of the Sterling Preference Stock, £18.30 for each £1 of Sterling Preference Stock redeemed (being a premium of £8.30 per £1 of Sterling Preference Stock in excess of the liquidation premium currently specified in the existing Bye-Laws), plus a Payment in Lieu of Dividend Amount of £0.39 for each £1 Sterling Preference Stock redeemed on the Redemption Date (the “**Sterling Redemption Price**”); and
- (2) in respect of the Euro Preference Stock, €22.73 for each €1.27 of Euro Preference Stock redeemed (being a premium of €10.03 per €1.27 of Euro Preference Stock in excess of the liquidation premium currently specified in the existing Bye-Laws), plus a Payment in Lieu of Dividend Amount of €0.47 for each €1.27 of Euro Preference Stock redeemed on the Redemption Date (the “**Euro Redemption Price**”, and together with the “**Sterling Redemption Price**”, the “**Redemption Price**”).

A reference to a “**Payment in Lieu of Dividend Amount**” in this document means a cash amount per unit of Preference Stock equal to the amount of the dividends that would have accrued on such unit of Preference Stock from (and including) the date of the preceding preference dividend payment date for the applicable series of Preference Stock immediately preceding the Redemption Date to (but excluding) the Redemption Date, 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. The Payment in Lieu of Dividend Amount for each series of Preference Stock has been calculated in respect of the Redemption Date and are set out in the definitions of Sterling Redemption Price, and Euro Redemption Price above. The relevant amount may change if the Redemption Date changes.

The Redemption Prices are unchanged from the purchase price offered to holders of Preference Stock pursuant to the Tender Offers.

The Redemption Price will be paid by the Registrar (on behalf of the Company) on the Redemption Date to the relevant registered Non-Objecting Stockholders in accordance with the usual procedures of the Registrar for dividend payments to the relevant Stockholder in respect of the Preference Stock. The making of the payment of the Redemption Price (by issuance of cheque or by electronic funds transfer) by the Registrar (on behalf of the Company) will discharge the obligation of the Company to the relevant Non-Objecting Stockholders in respect of payment of the Redemption Price. Payments of the Redemption 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 Redemption Price in respect of 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 Company) to Euroclear Bank (as appropriate) on the Redemption Date for onward payment by Euroclear Bank to Admitted Institutions (“**Admitted Institutions**” being institutions which hold interests in 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 Preference Stock on behalf of their clients through an institution which is an admitted institution of Euroclear Bank) who will be responsible for passing on the proceeds to EB Participants (where relevant) in accordance with the respective terms and conditions of Euroclear Bank as set out in the document entitled “*Euroclear Bank as issuer CSD for Irish corporate securities – Services description*” October 2020 (or any update thereto).

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

Objection Process

Under the terms of the Companies Act, Preference Stockholders have the right to object to the conversion of their holdings of Preference Stock into redeemable stock units prior to the Conversion taking effect at the Conversion Time. Accordingly, holders of Preference Stock may object to the Conversion of their holding(s) of Preference Stock into redeemable stock at any time from the date of this document until the Objection Deadline of **1.00 p.m. (Irish time) on Friday 8, December 2023** in the following manner:

- (1) in respect of Preference Stock held in certificated form, by such holder printing and completing the objection form entitled “Objection Form” available on the Company’s website at <https://investorrelations.bankofireland.com/shareholder-information/extraordinary-general-meeting/> (the “**Objection Form**”), and completing the relevant fields to indicate that such Stockholder objects to the Conversion of their Preference Stock into redeemable stock units, and to the associated payment of the Redemption Price, and returning such Objection Form by standard post (or by using the business reply envelope enclosed with this document) to the

Company's Registrar at the following address if by post: PO Box 13030, Dublin 24, or if by hand to: 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, in each case, so that such Objection Form is received by the Registrar in advance of the Objection Deadline (being 1.00 p.m. on Friday, 8 December 2023); and

- (2) in respect of Preference Stock held in uncertificated form (i.e. through EB Participants or through CDIs in CREST), by such holder instructing the intermediary through whom they hold their Preference Stock that they wish to elect to object to the Conversion of their Preference Stock into redeemable stock units, and to the associated payment of the Redemption Price, in sufficient time so as to allow such intermediary to instruct Euroclear Bank and/or CREST (as applicable) to object to the Conversion on behalf of such Preference Stockholder in advance of the EB Objection Deadline and/or the CREST Objection Deadline (as applicable) (an "**Objection Instruction**", and together with the Objection Form, an "**Objection Notice**"), being the deadlines prescribed by Euroclear Bank and EUI respectively, both of which will be earlier than the Objection Deadline, and which are more particularly described in the corporate actions notification to be issued by Euroclear Bank to EB Participants in the EB System on or around the date of this document, and the corporate actions bulletin to be issued by EUI to CREST participants on or around the date of this document (as applicable).

Stockholders should note that the deadlines for objecting to the Conversion set by EUI and Euroclear Bank are earlier than the Objection Deadline. The EB Objection Deadline is 12:00 p.m. (twelve midday) (Irish Time) on Friday, 8 December 2023. Holders of CDIs should refer to the EUI Corporation Actions Bulletin for the objection deadline, which will be earlier than the Objection Deadline and the EB Objection Deadline.

Persons holding interests in Preference Stock through the EB System or CREST will also need to comply with any additional voting and instructions deadlines imposed by the custodians, stockbrokers or other intermediaries through which they hold their interests in Preference Stock, and these deadlines will be earlier than the CREST Objection Deadline and the Objection Deadline. All persons affected are recommended to consult with their custodian, stockbroker or other intermediary at the earliest opportunity.

The Preference Stock referred to in any Objection Notice validly delivered to the Registrar before the Objection Deadline by Preference Stockholders (the "Objecting Stockholders") (a) will not be converted into redeemable stock units at the Conversion Time, (b) will not be redeemed on the Redemption Date, and (c) the holders of such Preference Stock will not receive payment of the applicable Redemption Price.

Preference Stockholders who do not validly deliver an Objection Notice prior to the applicable Objection Deadline are referred to in this document as the "**Non-Objecting Stockholders**".

If the Resolutions are passed at the EGC and the Class Meetings, and a Preference Stockholder has not delivered an Objection Notice before the applicable Objection Deadline, the Preference Stock held by such Non-Objecting Stockholder will be converted into redeemable stock units at the Conversion Time and will be redeemed on the Redemption Date in exchange for the Redemption Price.

Stockholders should note that a vote against the Resolutions proposed at the EGC and/or the Class Meetings does not automatically amount to an objection to the Conversion, and additional steps are required to be taken by the Stockholder to object to the Conversion, as described in detail above.

Redemption Terms and Process

Subject to the Resolutions being passed at the EGC and the Class Meetings, shortly following the conclusion of the Class Meetings, a Redemption Notice will be sent to all registered Preference

Stockholders stating that the relevant Stockholder's Preference Stock will be redeemed by the Company on the Redemption Date in exchange for payment of the applicable Redemption Price, in accordance with the Amended Bye-Laws, unless the Preference Stockholder validly delivers an Objection Notice prior to the Objection Deadline.

Following the expiration of the Objection Deadline, all Preference Stock held by Non-Objecting Stockholders will be converted into redeemable stock at the Conversion Time. The Redemption of the Preference Stock held by Non-Objecting Stockholders will occur at the Redemption Time, and payment of the applicable Redemption Price will be made by the Registrar (on behalf of the Company) on the Redemption Date.

The Preference Stock redeemed by the Company pursuant to the Redemption will be cancelled by the Company.

The Preference Stock held by Objecting Stockholders will remain in issue following the Redemption and will be subject to terms of the Amended Bye-Laws.

3. Resolutions proposed for consideration at the EGC

As Resolutions 1, 2, and 3 may be considered as affecting the rights or privileges of the holders of the Preference Stock under Section 88 of the Companies Act, and under Bye-Laws 5(E)(1)(b), 5(H), 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 Resolutions 1 and 3 in respect of their holding(s) of such Euro Preference Stock, and the holders of the Sterling Preference Stock will also be entitled to attend the EGC and vote on Resolutions 2 and 3 in respect of their holding(s) of such Sterling Preference Stock, in each case, with the holders of the Company's Ordinary Stock on such Resolutions.

Class Meetings of the holders of the Euro Preference Stock and the Sterling Preference Stock will also be held on Friday, 24 November 2023 following the conclusion of the EGC for the purpose of seeking the consent of those holders to the variation of the rights attaching to the Euro Preference Stock and the Sterling Preference Stock. Separate voting arrangements and proxy forms apply in respect of the Class Meetings. Details in relation to the Class Meetings will be posted separately to the holders of the Preference Stock.

Resolution 1 – Stockholders' Consent to the Conversion of Euro Preference Stock into Euro Redeemable Preference Stock

Resolution 1 is being proposed as a special resolution in accordance with Section 83(3) of the Companies Act, and in accordance with Bye-Law 6(H) and Bye-Law 8 of the Bye-Laws, and Resolution 1 is conditional on the passing of Resolutions 2 and 3, and is to approve and authorise the conversion of the Euro Preference Stock into redeemable stock units, having the rights set out in, and being subject to the provisions of, the Bye-Laws as proposed to be amended by Resolution 3. Resolution 1 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.

Resolution 1 is also subject to the approval of the requisite majority of the holders of the Euro Preference Stock at the Class Meeting of the holders of the Euro Preference Stock to be held on Friday, 24 November 2023.

Resolution 2 – Stockholders' Consent to the Conversion of Sterling Preference Stock into Sterling Redeemable Preference Stock

Resolution 2 is being proposed as a special resolution in accordance with Section 83(3) of the Companies Act, and in accordance with Bye-Law 5(H) and Bye-Law 8 of the Bye-Laws, and Resolution 2 is conditional on the passing of Resolutions 1 and 3, and is to approve and authorise the conversion of the Sterling Preference Stock into redeemable stock units, having the rights set out in, and being

subject to the provisions of, the Bye-Laws as proposed to be amended by Resolution 3. Resolution 2 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.

Resolution 2 is also subject to the approval of the requisite majority of the holders of the Sterling Preference Stock at the Class Meeting of the holders of the Sterling Preference Stock to be held on 24 November 2023.

Resolution 3 – Approval and Adoption of New Bye-Laws

Resolution 3 is being proposed as a special resolution for the purposes of the Companies Act as it seeks to approve and adopt new Bye-Laws to amend the existing redemption mechanics that apply to redeemable Preference Stock.

A copy of the Bye-Laws in the form amended by Resolution 3 (marked to highlight the proposed changes) is available (and will be so available until the conclusion of the EGC) on the Company's website at <https://investorrelations.bankofireland.com/shareholder-information/extraordinary-general-meeting/>, and at the Company's offices at Baggot Plaza, 27-33 Upper Baggot St, Dublin, D04 VX58, Ireland and will also be available for inspection for at least 15 minutes before, and for the duration of, the EGC (the "**Amended Bye-Laws**"). Resolution 3 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. Resolution 3 is conditional on the approval of both Resolutions 1 and 2, and to the approvals of the requisite majorities of the holders of the Euro Preference Stock and the Sterling Preference Stock at the Class Meetings to be held on 24 November 2023.

If approved by the requisite majority, the Bye-Laws in the form amended by Resolution 3 will be effective immediately following the passing of the Resolutions at the EGC, and the conclusion of the Class Meetings.

4. Action to be taken

The formal Notice of EGC appears at Appendix I of this Document, on pages 22 to 24.

Please note that (i) Preference Stockholders are entitled to attend and vote on Resolution 3 at the EGC in respect of their own holding(s) of such Preference Stock, (ii) holders of Euro Preference Stock are also entitled to attend and vote on Resolution 1 at the EGC in respect of their own holding(s) of such Euro Preference Stock, and (iii) holders of Sterling Preference Stock are also entitled to attend and vote on Resolution 2 at the EGC in respect of their own holding(s) of such Sterling Preference Stock. A Preference Form of Proxy for use by Preference Stockholders is enclosed with this Notice. Class Meetings of the holders of the Euro Preference Stock and the Sterling Preference Stock will also be held on Friday, 24 November 2023 following the conclusion of the EGC for the purposes of seeking the consent of those holders to the variation of the rights attaching to the Euro Preference Stock and the Sterling Preference Stock. Separate voting arrangements and proxy forms apply in respect of the Class Meetings. Details in relation to the Class Meetings and the relevant voting and proxy arrangements will be posted separately to the holders of the Preference Stock.

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 has been delivered to the holder of the Company's Ordinary Stock.

To be valid, all proxy instructions (whether submitted (a) directly by way of a completed Form of Proxy or Preference Form of Proxy or (b) electronically via www.eproxyappointment.com in the case of holders of Ordinary Stock and/or Preference Stock in certificated (i.e. paper) form, 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 10.00 a.m. (Irish time) on Wednesday, 22 November 2023, 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. However, persons holding interests in Ordinary Stock and/or 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 Preference Stock as Belgian law rights through the EB System or as CDIs through the 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 5-6 of this document. Further information on the procedures to be followed in order to validly appoint a proxy are set out on pages 24 to 28 of this document.

If you wish to attend the EGC, please detach your attendance card from your Form of Proxy and bring it with you to the meeting.

5. Recommendation

The Court is not making any recommendation with respect to the manner in which Stockholders should vote on the Resolutions. Stockholders should make their own investigation in relation to whether or not they object to the Conversion of their Preference Stock into redeemable stock, and to the associated payment of the Redemption Price, and should take into account and consider the risks set out in Part 3 (*Key Risks and Further Considerations*) of this document. 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 and Head of Corporate Governance

on behalf of the Company

PART 2

PROPOSED AMENDMENTS TO THE BYE-LAWS

Set out below is an explanation of the amendments to the Bye-Laws proposed to be made pursuant to Resolution 3 set out in the Notice.

Stockholders are encouraged to review the proposed amendments to the Bye-Laws in their entirety which are available for inspection for inspection (and will be so available until the conclusion of the EGC) on the Company's website at <https://investorrelations.bankofireland.com/shareholder-information/extraordinary-general-meeting/>, and at the Company's offices at Baggot Plaza, 27-33 Upper Baggot St, Dublin, D04 VX58, Ireland.

Bye-Law	Explanation for the amendments to the Bye-Laws
5(A) and 5(D)	<p>These Bye-Laws have been updated to amend the existing redemption mechanics in the Bye-Laws in relation to the Sterling Preference Stock.</p> <p>The amendments amend the mechanic for the Company to redeem the units of Sterling Preference Stock at any time after the Conversion Date (as defined in this document, and in the Bye-laws) at the option of the Company, at the Redemption Price (as defined in this document, and in the Bye-laws) pursuant to a redemption notice issued by the Company to the Stockholder, save for any Sterling Preference Stock in respect of which a valid objection Notice has been received by the Company or its Registrar prior to the Objection Deadline. A unit of stock may be redeemed by the service of a redemption notice on the relevant holder by the Company and payment of the redemption price to the holder.</p> <p>This provision also permits the Company to cancel any stock that has been redeemed or to hold such stock in treasury.</p> <p>The amendments also provide (i) that all certificates relating to Preference Stock that have been redeemed are automatically cancelled with effect from the Redemption Date, and (ii) that the issuance of a cheque in respect of the Redemption Price, or the making of an electronic funds transfer of the Redemption Price, on the Redemption Date by the Company or its nominee, to the registered Preference Stockholder discharges absolutely the Company's obligation to pay the Redemption Price.</p>
6(A) and 6(D)	<p>These Bye-Laws have been updated to amend the existing redemption mechanics in the Bye-Laws in relation to the Euro Preference Stock.</p> <p>The amendments amend the mechanic for the Company to redeem the units of Euro Preference Stock at any time after the Conversion Date (as defined in this document, and in the Bye-Laws) at the option of the Company, at the Redemption Price (as defined in this document, and in the Bye-laws) pursuant to a redemption notice issued by the Company to the Stockholder, save for any Euro Preference Stock in respect of which an a valid objection notice has been received by the Company or its Registrar prior to the Objection Deadline. A unit of stock may be redeemed by the service of a redemption notice on the relevant holder by the Company and payment of the redemption price to the holder.</p> <p>This provision also permits the Company to cancel any stock that has been redeemed or to hold such stock in treasury.</p> <p>The amendments also provide (i) that all certificates relating to Preference Stock that have been redeemed are automatically cancelled with effect from the Redemption Date, and (ii) that the issuance of a cheque in respect of the Redemption Price, or the making of an electronic funds transfer of the Redemption Price on the Redemption Date, by the Company or its nominee, to</p>

Bye-Law	Explanation for the amendments to the Bye-Laws
	the registered Preference Stockholder discharges absolutely the Company's obligation to pay the Redemption Price.
7(E)(a), (f) and (h)	Bye-law 7 has been amended with ancillary changes necessary to facilitate the amendments to the redemption provisions in Bye-Laws 5(D) and 6(D) (described above). The changes to Bye-Law 7 are to make clear that the terms of the existing redemption mechanics and payment process applicable to the Dollar Preference Stock do not apply in relation to the redemption of the redeemable Euro Preference Stock and redeemable Sterling Preference Stock.
Definitions	The definitions section of the Bye-Laws has been updated to include relevant definitions for the conversion and redemption of the Euro Preference Stock and the Sterling Preference Stock.

PART 3

KEY RISKS AND OTHER CONSIDERATIONS

Before making a decision to vote for or against the Resolutions at the EGC and/or the resolutions proposed at the Class Meetings, and/or to object to the Conversion of their Preference Stock to redeemable stock, Stockholders should carefully consider all of the information in this document, including the following risk factors and other considerations.

Risks for an Objecting Stockholder if the Resolutions are approved

The Redemption is part of the Group's process to optimise its capital structure, to achieve among other things, a removal of perpetual instruments which no longer qualify as regulatory capital while also providing liquidity to Preference Stockholders. If the Resolutions are approved, the Group currently intends to redeem all Preference Stock which is held by Non-Objecting Stockholders at the applicable Redemption Price and subsequently launch a tender offer in respect of any Euro Preference Stock remaining after the Redemption (i.e. the Euro Preference Stock held by Objecting Stockholders). There is no guarantee that the price in respect of such tender offer will be the same as the Redemption Price and it may be lower (or higher) than the Redemption Price. Bank of Ireland Nominee 3 Limited will exercise its rights to object to the conversion of its holding of Euro Preference Stock into redeemable stock pursuant to an Objection Notice, and currently intends to accept the terms of any subsequent tender offer made by a member of the Bank of Ireland Group. Where under any subsequent offer the acceptance level for triggering compulsory acquisition rights under the Companies Act is satisfied, any remaining Objecting Stockholders could be subject to a compulsory acquisition at a price which may be lower than the Euro Redemption Price.

In addition, following the Redemption, any trading markets for Euro Preference Stock may be even more limited than before the Redemption, and the market price for such Euro Preference Stock that are not Redeemed may be adversely affected due to the Redemption, and the proposed Delisting of the Preference Stock from Euronext Dublin and the London Stock Exchange. A separate announcement will be made by the Company in relation to the cancellation of those listings in due course.

If the Group does not acquire all of the Euro Preference Stock pursuant to a subsequent tender offer referred to above, the Group's current intention is to continue to seek to acquire any remaining Euro Preference Stock from Objecting Stockholders, and to eventually cancel such stock, by way of other mechanisms including open market purchases, launching another tender offer, or otherwise, in accordance with applicable law. Any subsequent acquisitions will be subject to their own terms and conditions, which may differ from the terms and conditions of the Redemption in a number of respects, including but not limited to, that the price payable in respect of the Euro Preference Stock in respect of such subsequent acquisitions may differ from, be lower than or higher than the Euro Redemption Price, and may differ as to whether or not a payment in lieu of dividend amount is paid and on what terms. As explained above, it is possible that if a subsequent tender offer is launched for the Euro Preference Stock by an affiliate of the Bank of Ireland Group (being: (i) such person's directors, officers, employees, agents, affiliates or advisers; and (ii) any person controlling such person, and such controller's directors, officers, employees, agents, affiliates or advisers), that holders of Euro Preference Stock may, where under that subsequent offer the acceptance level for triggering compulsory acquisition rights under the Companies Act is satisfied, become subject to a compulsory acquisition at a price which may be lower than the Euro Redemption Price and/or on terms less favourable than the Redemption.

Although it is the Group's current intention to acquire all of the Preference Stock pursuant to the Redemption or otherwise, you should be aware that the Group is not obliged to make further tender offers or repurchases of the Preference Stock in the future, and that the Group's intentions may change from time to time depending on circumstances.

Neither the Company nor the Bank of Ireland Group (or any of their respective Affiliates) has any duty to make a market in any remaining Euro Preference Stock. In addition, the Group's current intention is

to delist the Preference Stock from the London Stock Exchange and Euronext Dublin prior to the end of 2023. Any such cessation of listing may adversely affect the liquidity, and the market price, of such Preference Stock. The market price of the remaining Euro Preference Stock may also be affected by the ultimate intention of the Bank of Ireland Group to acquire all of the Preference Stock through potential compulsory acquisition or further repurchases, redemptions or offers. Further, following the Redemption, it is possible that Bank of Ireland Nominee 3 Limited will control a more significant percentage of the Euro Preference Stock, including potentially sufficient stock carrying voting rights to pass resolutions requiring a 75% approval of a class of Euro Preference Stock. The interests of Bank of Ireland Nominee 3 Limited, including arising from its position as a member of the Bank of Ireland Group, may not necessarily align with (and may be adverse to) the interests of Objecting Stockholders.

Risks for an Objecting Stockholder if the Resolutions are not approved

If the Resolutions are not approved, the Euro Preference Stock will not be redeemed as envisaged at the Redemption Price. As discussed in further detail above, it will remain the Group's intention, however, to acquire all of the Euro Preference Stock, by way of other mechanisms including open market purchases, launching another 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 Redemption, including at a price which may be lower (or higher) than the Redemption 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 Redemption Price. Similar risks to those flagged in the risk factor above entitled "*Risks for an Objecting Stockholder if the Resolutions are approved*" apply, including that the Company intends to delist the Preference Stock from the London Stock Exchange and Euronext Dublin prior to the end of 2023, which would likely make trading these instruments more difficult.

Although it is the Group's current intention to acquire all of the Preference Stock pursuant to the Redemption, subsequent tender offers, market repurchase or otherwise, you should be aware that the Group is not obliged to make further tender offers or repurchases or redemptions of the Preference Stock in the future, and that the Group's intentions may change from time to time depending on circumstances.

Responsibility for Complying with the Procedures for Voting and Objection

Stockholders are responsible for complying with all of the procedures for voting on the Resolutions and delivering Objection Notices, including (in the case of Preference Stock held in the EB System or in CDIs through CREST) submission of an Objection Instruction or (in the case of Preference Stock held in certificated form) submission of an Objection Form. 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 Objection Notice or vote on a Resolution, or for notifying any Stockholder of any failure to follow the proper procedures.

If 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 or the delivery of an Objection Instruction 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 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 Conversion, the Objection Notice, the Company and the Preference Stock) and each Stockholder must make its own decision as to whether to vote for or against the Resolutions and/or to object to the Conversion.

Stockholders should consult their own tax, accounting, financial, legal and/or other advisers regarding the consequences (tax, accounting or otherwise) of objecting or not objecting to the Conversion of their Preference Stock.

Tax Consequences

In view of the number of different jurisdictions where tax laws may apply to Stockholders, this document does not discuss the tax consequences for such Stockholders arising from the Conversion, the Redemption and/or the receipt by them of the Redemption 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 Conversion and Redemption, and the receipt of any Redemption Price.

Stockholders will be liable for their own taxes and will have no recourse against the Company, its Group and/or their respective Affiliates or any other person with respect to taxes arising in connection with the Conversion and/or Redemption, including the receipt of the Redemption Price.

Restrictions on Transfers of Preference Stock

When considering whether to object to the Conversion of their Preference Stock into redeemable stock, Stockholders who hold their interests in Preference Stock through CDIs or through EB Participants should take into account that restrictions on the transfer of the relevant Preference Stock will apply from (i) in respect of Objecting Stockholders, the time of submission of the Objection Instruction until the Objection Deadline, or (ii) in respect of Non-Objecting Stockholders, from the Objection Deadline until the Redemption Time.

In the case of Preference Stock held through EB Participants, the relevant procedures for submission of a valid Objection Instruction will be set out in Euroclear Bank's corporate action notification, and will involve the relevant EB Participant who holds interests in the Preference Stock on behalf of a Stockholder submitting a valid Objection Instruction to Euroclear Bank in accordance with the relevant requirements and procedures set out in the EB corporate actions notification, and the operating procedures of the EB System document.

In the case of Preference Stock held through CDIs in CREST, the relevant procedures for submission of a valid Objection Instruction will be set out in EUI's corporate action bulletin, and will involve the submission by a CREST Participant of a valid Objection Instruction to EUI in accordance with the terms of the EUI's corporate actions bulletin and the CREST International Manual.

Holders of CDIs, EB Participants and other persons holding their interests in 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.

Other Purchases of Preference Stock

Whether or not the Redemption is completed, the Company, the 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 Redemption, 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 Euro Redemption Price and could be for cash or other consideration or otherwise on terms more or less favourable than those contemplated by the Redemption.

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, D03 T380, Ireland on Friday, 24 November 2023 at 10.00 a.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 Euro Preference Stock (defined below) and the Sterling Preference Stock (defined below, and together with the Euro Preference Stock, the “**Preference Stock**”) to consider and, if thought fit, to pass the following resolutions (the “**Resolutions**”):

1. **As a special resolution**

“**THAT**, subject to and conditional upon (i) the approval of Resolutions 2 and 3 as set out in this Notice by the requisite majorities of stockholders of the Company (“**Stockholders**”), and (ii) the approval of the requisite majority of the holders of the Euro Preference Stock at the class meeting of the holders of the Euro Preference Stock to be held on 24 November 2023, pursuant to Section 83(3) of the Companies Act 2014 (the “**Companies Act**”) and the Company’s Bye-Laws, the 3,026,598 12% Non-Cumulative Euro Preference Stock units of €1.27 each (ISIN IE0000730790) issued pursuant to a prospectus issued by the Company dated 12 February 1992 (the “**Euro Preference Stock**”) be and are hereby converted, with effect from 7.00pm (Irish time) on Friday, 8 December 2023, or such other time and date as the directors of the Company may determine (the “**Conversion Time**”), into 3,026,598 redeemable 12% Non-Cumulative Euro Preference Stock units of €1.27 each (ISIN IE0000730790), having the rights and being subject to the restrictions as set out in the Company’s Bye-Laws as adopted pursuant to Resolution 3 below (and as may be amended from time to time thereafter and for the time being in force) and that the directors of the Company be and are hereby authorised to take all such actions as they see fit to give effect to this Resolution; provided that, in accordance with Section 83(4) of the Companies Act, to the extent that the Company receives an Objection Notice (as defined in the document of which this Notice forms part) from a registered holder of Euro Preference Stock on or prior to 1.00 p.m. on Friday, 8 December 2023 (the “**Objection Deadline**”) in respect of some or all of the Euro Preference Stock held by that registered holder, the Euro Preference Stock which is the subject of that Objection Notice shall not be so converted pursuant to this Resolution.”

2. **As a special resolution**

“**THAT**, subject to and conditional upon (i) the approval of Resolutions 1 and 3 as set out in this Notice by the requisite majorities of Stockholders, and (ii) the approval of the requisite majority of the holders of the Sterling Preference Stock at the class meeting of the holders of the Sterling Preference Stock to be held on 24 November 2023, pursuant to Section 83(3) of the Companies Act and the Company’s Bye-Laws, the 1,876,090 12.625% Non-Cumulative Sterling Preference Stock units of £1.00 each (ISIN IE0000730808) issued pursuant to a prospectus issued by the Company dated 12 February 1992 (the “**Sterling Preference Stock**”) be and are hereby converted, with effect from the Conversion Time, into 1,876,090 redeemable 12.625% Non-Cumulative Sterling Preference Stock units of £1.00 each (ISIN IE0000730808), having the rights and being subject to the restrictions as set out in the Company’s Bye-Laws as adopted pursuant to Resolution 3 below (and as may be amended from time to time thereafter and for the time being in force) and that the directors of the Company be and are hereby

authorised to take all such actions as they see fit to give effect to this Resolution; *provided that*, in accordance with Section 83(4) of the Companies Act, to the extent that the Company receives an Objection Notice (as defined in the document of which this Notice forms part) from a registered holder of Sterling Preference Stock on or prior to the Objection Deadline (as defined in the document of which this Notice forms part) in respect of some or all of the Sterling Preference Stock held by that registered holder, the Sterling Preference Stock which is the subject of that Objection Notice shall not be so converted pursuant to this Resolution.”

3. **As a special resolution**

“**THAT**, subject to the approval of Resolutions 1 and 2 as set out in this Notice by the requisite majorities of Stockholders, and to the approvals of the requisite majorities of the holders of the Euro Preference Stock and the Sterling Preference Stock at the class meetings (“**Class Meetings**”) to be held on 24 November 2023, the Bye-Laws of the Company (in the form presented to the meeting and marked “A” for the purposes of identification), and which have been available for inspection since the date of this Notice on the Company’s website at <https://investorrelations.bankofireland.com/shareholder-information/extraordinary-general-meeting/> and at the Company’s offices at Baggot Plaza, 27-33 Upper Baggot St, Dublin, D04 VX58, Ireland, be and are hereby adopted as the new Bye-Laws of the Company in substitution for, and to the exclusion of, the existing Bye-Laws of the Company, with effect from immediately following the passing of the Resolutions at the EGC and the conclusion of the Class Meetings of the Preference Stockholders.”

By order of the Court

Sarah McLaughlin
Company Secretary and Head of Corporate Governance

The Governor and Company of the Bank of Ireland
40 Mespil Road
Dublin 4
Ireland

1 November 2023

NOTES TO THE NOTICE OF EXTRAORDINARY GENERAL COURT

Entitlement to attend and vote

1. Only those holders of the Bank's Ordinary Stock who are registered on the Company's register of members at:
 - 6.00 p.m. on 20 November 2023 (being the Record Date specified by the Bank for eligibility for voting); or
 - 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 (the "**Record Date**"),

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

Those holders of Euro Preference Stock as at the Record Date are entitled to attend and vote on Resolutions 1 and 3 in respect of their own holding(s) of Euro Preference Stock, on the basis that such resolutions vary the rights attaching to the Euro Preference Stock.

Those holders of Sterling Preference Stock as at the Record Date are entitled to attend and vote on Resolutions 2 and 3 in respect of their own holding(s) of Sterling Preference Stock, on the basis that such resolutions vary the rights attaching to the Sterling Preference Stock

Website giving information regarding the EGC

2. This Notice of the EGC, details of the total number of stock and voting rights at the date of giving this notice, the Objection Form, the documents to be submitted to the EGC, copies of any Resolutions and copies of the forms to be used to vote by proxy are available on the Company's website at: <https://investorrelations.bankofireland.com/shareholder-information/extraordinary-general-meeting/>.

Exercising your right to vote

3. As a Stockholder, you have several ways to exercise your right to vote, depending on the manner in which you hold your Preference Stock and/or Ordinary Stock:
 - in the case of Stockholders who are registered members and hold Preference Stock and/or Ordinary Stock in certificated (i.e. paper) form:
 - 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 Preference Stock and/or Ordinary Stock through CDIs ("**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 meeting; and

- in the case of Stockholders who hold their 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 EasyWay 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 Chairman of the EGC) to attend and vote at the meeting.

The information set out in this document in relation to voting procedures for persons who hold their interests in the 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

4. The holders of the Preference Stock are entitled to appoint a proxy to attend and vote 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 instead of it. A form of proxy for use by Preference Stockholders (the “**Preference Form of Proxy**”), and a form of proxy for use by the Ordinary Stockholder (the “**Form of Proxy**”), is enclosed with this Notice, or is otherwise being delivered to holders of the Bank’s Ordinary Stock and 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.
5. 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, on +353 1 4475566 or via email at clientservices@computershare.ie.
6. Holders of CDIs and/or investors who hold their interests in 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 20 to 21 below.
7. 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.
8. Class Meetings of the holders of the Euro Preference Stock and the Sterling Preference Stock will also be held on Friday, 24 November 2023. Details in relation to the Class Meetings will be posted separately to the holders of the Preference Stock.

Proxy Voting by Stockholders holding Stock in Certificated Form

9. Stockholders who are registered members and hold Preference Stock and/or Ordinary Stock in certificated (i.e. paper) form and 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. To be valid, all proxy instructions (whether submitted directly by way of a completed Form of Proxy or Preference Form of Proxy, or electronically via www.eproxyappointment.com in the case of holders of Preference Stock in certificated (i.e. paper) form, 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 10.00 a.m. (Irish time) on Wednesday, 22 November 2023 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.
10. Stockholders who are registered members and hold Preference Stock in certificated (i.e. paper) form can appoint a proxy and give voting instructions electronically by logging on to the website of the Company's Registrar, Computershare Investor Services (Ireland) Limited at www.eproxyappointment.com. Stockholders will need their 5-digit PIN Number, Stockholder Reference Number and Control Number, which you will receive on your Preference Form of Proxy.
11. 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

12. In respect of CDI Holders, Euroclear UK & Ireland 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 & Ireland" webpage of the Euroclear Bank website, www.euroclear.com, which is accessible to CREST participants (see section CREST International Service – Proxy Voting).
13. If you are a CDI Holder, you will be required to use the EUI proxy voting service facilitated by the Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions, as required. To facilitate client set up, if you hold CDIs and wish to participate in the proxy voting service, you will need to complete a Meetings and Voting Client Set-up Form (CRT408), a copy of which is available on the Euroclear Bank website, www.euroclear.com, which is accessible to CREST participants. Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: eui.srd2@euroclear.com.
14. Fully completed and returned application forms will be shared with Broadridge by EUI. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform.

15. Once CDI Holders have access to the Broadridge platform, they can complete and submit proxy appointments (including voting instructions) electronically. Broadridge will process and deliver proxy voting instructions received from CDI Holders by the Broadridge voting deadline date to Euroclear Bank, by its cut-off and to agreed market requirements. Alternatively, a CDI Holder can send a third party proxy voting instruction through the Broadridge platform in order to appoint a third party (who may be a corporate representative or the CDI Holder themselves) to attend and vote at the meeting the number of 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 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 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 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.
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 Ordinary Stock and/or 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 February 2021 and entitled "Euroclear Bank as issuer CSD for Irish corporate securities" and available on the Euroclear Bank website, www.euroclear.com. EB Participants can either send:
 - Electronic voting instructions to instruct Euroclear Nominees 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 all or a specific resolution(s);

- a proxy voting instruction to appoint a third party (other than Euroclear Nominees or the Chairman of the EGC) who may be a corporate representative or the EB Participant themselves, to attend the meeting and vote the number of 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.
21. Euroclear Bank's voting instruction deadline is expected to be 9.00 a.m. (Irish time) Wednesday, 22 November 2023, 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 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 20 November 2023). 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 Preference Stock and/or Ordinary Stock in certificated (i.e. paper) form may, by a document executed by or on behalf of such corporation sole or resolution of its directors or other governing body of such body corporate, authorise such individual as it thinks fit to act as its representative in connection with the 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 12 to 21.

Voting on a Poll

23. Where a poll is taken at the EGC, holders of the Bank's Ordinary Stock and/or Preference Stock holding more than one unit of Ordinary Stock and/or 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.

Further Information

25. The ISIN for the Euro Preference Stock is ISIN IE0000730790. The ISIN for the Sterling Preference Stock is IE0000730808.
26. The unique identifier code of the EGC, for the purposes of Commission Implementing Regulation (EU) 2018/1212 of 3 September 2018, will be made available at <https://investorrelations.bankofireland.com/shareholder-information/extraordinary-general-meeting/> once issued.