

The Governor and Company of the Bank of Ireland (“Bank”)

Notice of Extraordinary General Court

17 December 2020

An Extraordinary General Court (“**EGC**”) of the Bank will be held at 12:15 p.m. (or, if later, as soon as possible following the conclusion or adjournment of the Extraordinary General Meeting of the Bank of Ireland Group plc (“**BOIG**”) convened for 11:00 a.m. on the same date and at the same venue) on Tuesday, 19 January 2021 at Baggot Plaza, 27 – 33 Upper Baggot Street, Dublin 4, D04 VX58, Ireland.

The Bank became a subsidiary of BOIG in 2017, following which only appointed representatives of BOIG (the holder of all of the Bank’s Ordinary Stock) are entitled to attend and vote at the EGC.

The Extraordinary General Meeting (“**EGM**”) of BOIG will be held at 11.00 a.m. on Tuesday, 19 January 2021 at Baggot Plaza, 27 – 33 Upper Baggot Street, Dublin 4, D04 VX58, Ireland and ordinary shareholders of BOIG are encouraged to cast their votes by proxy. A separate Notice has been issued in respect of the BOIG EGM.

The business of the EGC will be to consider and, if thought fit, approve certain resolutions relating to the replacement of CREST with a system operated by Euroclear Bank SA/NV for the electronic settlement of trading in the Bank's stock (“**Resolutions**”). Approval of the Resolutions is necessary to ensure the Bank 's Stock can continue to be settled electronically when they are traded on Euronext Dublin and the London Stock Exchange and remain eligible for continued admission to trading and listing on those exchanges.

The circular which includes the Notice of the EGC (“**Circular**”) (and in the case of Ordinary Stockholders the accompanying Form of Proxy) have been posted to stockholders today.

Public Health Guidelines and the EGC

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

We will be seeking to conduct the EGC as safely and efficiently as possible and in compliance with the applicable law, and guidance in effect in connection with the Coronavirus (COVID-19) at the time of the EGC.

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

The Bank will continue to monitor the impact of the Coronavirus (COVID-19) and any relevant updates regarding the EGC, including any changes to the arrangements outlined in the Circular, will be announced via a Regulatory Information Service announcement and will be available on www.bankofireland.com/investor.

The Circular, and the Form of Proxy (in the case of the Ordinary Stockholders), have been made available to those who are entitled to receive notice of the EGC. Additionally, the Circular and copies of the documents referred to in the Circular are available to view on the Bank's website, www.bankofireland.com/investor, and will be available for inspection during normal business hours on any business day from the date of this notice until the EGC at the Company's office at Baggot Plaza, 27-33 Upper Baggot Street, Dublin 4, D04 VX58, Ireland and at Arthur Cox's London office at 12 Gough Square, London, EC4A 3DW, United Kingdom.

In accordance with Irish Listing Rule 6.1.59 and UKLA Listing Rule 9.6.1 these documents, and a copy of the Bye-Laws of the Bank in the proposed amended form, will be submitted to the Irish Stock Exchange (t/a Euronext Dublin) and the UK's National Storage Mechanism and will shortly be available for inspection at the following locations:

Company Announcements Office
Euronext Dublin
28 Anglesea Street
Dublin 2

and at:

<https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

For further information, please contact:

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Important Note

Announcements relating to the EGC contain (or may contain) certain forward-looking statements with respect to certain of the Bank's current expectations and projections about future events, including the Migration, and the Bank's future financial condition and performance. These statements, which sometimes use words such as "aim", "anticipate", "believe", "may", "will", "should", "intend", "plan", "assume", "estimate", "expect" (or the negative thereof) and words of similar meaning, reflect the directors' current beliefs and expectations and involve known and unknown risks, uncertainties and assumptions, many of which are outside the Bank's control and difficult to predict (certain of which are set out in the Circular with respect to the Migration).

Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date hereof. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements in this announcement may not occur. The information contained in this announcement, including the forward-looking statements, speaks only as of the date of this announcement and is subject to change without notice and the Bank does not assume any responsibility or obligation to, and does not intend to, update or revise publicly or review any of the information contained herein save where indicated in the Circular, whether as a result of new information, future events or otherwise, except to the extent required by Euronext Dublin, the Central Bank of Ireland, the UK Financial Conduct Authority, the London Stock Exchange, or by applicable law.

The defined terms set out in Part 9 of the Circular have the same meaning herein.