

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 12% Non-Cumulative Euro Preference Stock (“**Euro Preference Stock**”) in The Governor and Company of the Bank of Ireland (the “**Company**”), please forward this notice (and the accompanying documents) to the person through whom the sale or transfer is/was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred part of your holding of Euro Preference Stock in the Company, you should retain this document and the Preference Form of Proxy (“**Preference 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 A CLASS MEETING

OF

12% NON-CUMULATIVE EURO PREFERENCE STOCK

(ISIN: IE0000730790)

FRIDAY, 24 NOVEMBER 2023

to be held at Arthur Cox LLP, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland on Friday, 24 November 2023 at 11.00 a.m. or, if earlier, immediately after the conclusion of the Extraordinary General Court of the Company scheduled to be held at the same location at 10.00 a.m. on Friday, 24 November 2023

A Preference Form of Proxy for use in connection with the resolution to be proposed at the Class Meeting is enclosed. To be valid, Preference Forms of Proxy must be received by the Company’s Registrar, Computershare Investor Services Limited not later than 11.00 a.m. on Wednesday, 22 November 2023. The methods by which valid Preference Forms of Proxy can be delivered are set out in the notes to the Notice of the Class Meeting.

The proposed conversion of the Euro Preference Stock (defined below) into redeemable stock units, and the proposed amendments to the existing redemption provisions in the Bye-Laws of the Company also require the separate approval of the holders of the Preference Stock and the Ordinary Stock of the Company (the “**Stockholders**”), voting at an Extraordinary General Court (“**EGC**”) of the Company. An EGC of the Company will also be held on Friday, 24 November 2023 prior to this class meeting. The Company is sending a separate Notice of EGC to you with details of the EGC. Separate voting arrangements and proxy forms apply in respect of the EGC, as set out in the Notice of EGC.

NOTICE OF MEETING

A Class Meeting of the holders of the 12% Non-Cumulative Euro Preference Stock of €1.27 each (ISIN IE0000730790) of the Company (the “**Euro Preference Stock**”) will be held at Arthur Cox LLP, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland on Friday, 24 November 2023 at 11.00 a.m., or, if earlier, immediately after the conclusion of the Extraordinary General Court of the Company (the “**EGC**”) scheduled to be held at the same location at 10.00 a.m. on Friday, 24 November 2023 (the “**Class Meeting**”), for the following purpose:

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

1. As a special resolution

“**THAT**, subject to and conditional upon (i) the approval of resolutions 1 to 3 proposed at the EGC of the Company to be held on Friday, 24 November 2023 (the “**EGC Resolutions**”), details of which are set out in the notice of EGC to stockholders of the Company dated 1 November 2023 (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, and (ii) the approval of the requisite majority of the holders of the 12.625% Non-Cumulative Sterling Preference Stock units of £1.00 each (ISIN IE0000730808) (the “**Sterling Preference Stock**”) at the class meeting of the holders of the Sterling Preference Stock to be held on 24 November 2023, in accordance with Bye-law 6(E) (1) (b) (ii), Bye-Law 6(H) and Bye-Law 8 of the Bye-laws of the Company (the “**Bye-Laws**”) and Section 88 of 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 Resolutions as described in the Notice of EGC, be and are hereby approved.”

For the Board, Sarah McLaughlin

Company Secretary
40 Mespil Road
Dublin 4
D04 C2N4

1 November 2023

Notes:

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, 20 November 2023 (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 (the "**Record Date**"),

are entitled to attend and vote at the Class Meeting. The proposed Resolution approves the variation of the rights attaching to the Euro Preference Stock.

An EGC of the Company will also be held on 24 November 2023 to consider the proposed conversion of the Preference Stock into redeemable stock units, and amendments to existing redemption provisions in the Bye-Laws of the Company. Holders of the Euro Preference Stock are also entitled to attend and vote on certain of the EGC Resolutions at the EGC, and a separate notice has been sent to holders of Euro Preference Stock in respect of the EGC. Separate voting arrangements and proxy forms apply in respect of the EGC, as set out in the Notice of EGC.

Website giving information regarding the Class Meeting

2. This notice of the Class Meeting, details of the total number of stock and voting rights at the date of giving this notice, the documents to be submitted to the Class Meeting, copies of any EGC Resolutions and the Resolution, the objection form 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 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:
 - (a) in the case of Euro Preference Stockholders who are registered members and hold Euro Preference Stock in certificated (i.e. paper) form:
 - (i) by attending the Class Meeting in person; or
 - (ii) by appointing (either electronically or by returning a completed Preference 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.
 - (b) in the case of Euro Preference Stockholders who hold their Euro Preference Stock through CDIs ("**CDI Holders**"):
 - (i) by sending electronic voting instructions to Euroclear Bank via Broadridge Financial Solutions Limited ("**Broadridge**"), a third party service provider; or
 - (ii) by appointing a proxy via the Broadridge Global Proxy Voting Service to attend and vote at the meeting; and

- (c) 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**”):
 - (i) by sending electronic voting instructions to Euroclear Bank via SWIFT or to EasyWay Corporate Actions; or
 - (ii) 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 Class Meeting) 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 Euro Preference Stock as Belgian law rights through the EB System or as CREST Depository Interests (“**CDIs**”) through the 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 instead of it/him/her. The Preference Form of Proxy is enclosed with this Notice or is otherwise being delivered to holders of the Euro Preference Stock. A 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. 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 that 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 1 447 5566 or via email at clientservices@computershare.ie.
- 6. 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 19 to 20 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.

Proxy Voting by Euro Preference Stockholders holding Euro Preference Stock in Certificated Form

- 8. Euro Preference Stockholders who are registered members and hold Euro Preference Stock in certificated (i.e. paper) form and who wish to appoint a proxy should complete the Preference Form of Proxy in accordance with the instructions printed thereon. To be valid, all proxy instructions (whether submitted directly by way of a completed Preference Form of Proxy or electronically via www.eproxyappointment.com in the case of holders of Euro 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 11.00 a.m. (Irish time) on Wednesday, 22 November 2023 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 48 hours before the time appointed for taking a poll.

9. Euro Preference Stockholders who are registered members and hold Euro 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. Euro Preference Stockholders will need their 5-digit PIN Number, Stockholder Reference Number and Control Number, which you will receive on your Preference Form of Proxy.
10. For Euro Preference 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 Class Meeting.

Proxy voting by CDI Holders

11. In respect of CDI Holders, Euroclear UK & Ireland Limited ("EUI"), the operator of CREST, 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).
12. 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.
13. 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.
14. 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 ordinary 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.

15. Broadridge's voting deadline is expected to be earlier than Euroclear Bank's voting instruction deadline as set out in note 20. 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.
16. 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 read in conjunction with the voting instructions formally lodged and on their own do not constitute voting instructions.
17. 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.
18. 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

19. 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 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:
 - (a) Electronic voting instructions to instruct Euroclear Nominees or by appointing the Chairperson of the Class Meeting as a proxy, to:
 - (i) vote in favour of all or a specific resolution(s);
 - (ii) vote against all or a specific resolution(s);
 - (iii) abstain in respect of all or a specific resolution(s); or
 - (iv) give a discretionary vote to the Chairperson of the Class Meeting for all or a specific resolution(s);
 - (b) a proxy voting instruction to appoint a third party (other than Euroclear Nominees or the Chairman of the Class Meeting) who may be a corporate representative or the EB Participant themselves, to attend the meeting and vote the number of 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.
20. Euroclear Bank's voting instruction deadline is expected to be 10.00 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 Class Meeting (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

21. Any corporation sole or body corporate which is a registered member and holds Euro Preference 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 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 11-20.

Voting on a Poll

22. Where a poll is taken at the Class Meeting, the holder of the Euro Preference Stock 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

23. There are no outstanding stock options issued by the Company in relation to the Euro Preference Stock.

Further Information

24. The ISIN for the Euro Preference Stock is: ISIN IE0000730790.
25. The unique identifier code of the Class Meeting, 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.