



Governor
Bank of Ireland
2 College Green
Dublin
D02 VR66

26 April 2024

To the holders of Euro Preference Stock (the “Preference Stockholders”)

Dear Preference Stockholder,

Please find attached a copy of the notice of the Annual General Court (the “**AGC**”) of The Governor and Company of the Bank of Ireland (the “**Bank**”) to be held at 1.00 p.m. (or, if later, as soon as possible thereafter as the Annual General Meeting of Bank of Ireland Group plc (“**BOIG**”) convened for 11:00 a.m. on the same date at The Royal Dublin Society (RDS), Dublin 4, D04 AK83 shall have been concluded or adjourned) on Thursday, 23 May 2024 in Baggot Plaza, 27-33 Upper Baggot Street, Dublin 4, D04 VX58.

Please note that the notice is being sent to you for information purposes only, because while Preference Stockholders are entitled to receive copies of the Bank’s annual report and notice of any general court of the Bank, they are not entitled to attend and vote at the AGC in respect of their holding of such stock.

If you have sold or transferred all your Preference Stock in the Bank, please forward this document to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Yours faithfully,

A handwritten signature in black ink, appearing to read "Patrick Kennedy".

Patrick Kennedy
Governor

NOTICE OF ANNUAL GENERAL COURT

NOTICE IS HEREBY GIVEN that the Annual General Court (the “AGC”) of the Governor and Company of the Bank of Ireland (the “Bank”) will be held at 1:00 p.m. (or, if later, as soon as possible thereafter as the Annual General Meeting of Bank of Ireland Group plc (“BOIG”) convened for 11:00 a.m. on the same date at The Royal Dublin Society (RDS), Dublin 4, D04 AK83 shall have been concluded or adjourned) on Thursday, 23 May 2024 in Baggot Plaza, 27-33 Upper Baggot Street, Dublin 4, D04 VX58, for the following purposes:

ORDINARY BUSINESS

1. Following a review of the Bank’s affairs, to receive and consider the Bank’s Financial Statements for the year ended 31 December 2023 together with the Report of the Directors and the Auditor’s Report.
2. To elect the following Directors as members of the Court, by separate resolution:
 - (a) Akshaya Bhargava
 - (b) Margaret Sweeney

To re-elect the following Directors as members of the Court, by separate resolutions:

- (c) Giles Andrews
 - (d) Evelyn Bourke
 - (e) Ian Buchanan
 - (f) Eileen Fitzpatrick
 - (g) Richard Goulding
 - (h) Michele Greene
 - (i) Patrick Kennedy
 - (j) Myles O’Grady
 - (k) Steve Pateman
 - (l) Mark Spain
3. To authorise the Directors to fix the remuneration of the Auditor for the 2024 financial year.

SPECIAL BUSINESS

4. To consider, and if thought fit, pass the following resolution as a special resolution:

“THAT an Extraordinary General Court (other than an Extraordinary General Court called for the passing of a special resolution) may be called by not less than 14 days’ notice in writing in accordance with Bye Law 47(b) of the Bank’s Bye Laws.”
5. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Bank to allot and issue relevant securities (within the meaning of section 1021 of the Companies Act 2014, as amended) of the Bank up to an aggregate of the entire authorised but unissued Ordinary Stock units of €0.05 each, provided that this authority shall expire at the close of business on the date of the Annual General Court of the Bank to be held

in 2025 or on 23 August 2025, whichever is earlier, save that the Bank may before such expiry make an offer or agreement which would or might require relevant securities to be issued and allotted after such expiry, and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.”

6. To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT the Directors be and are hereby generally authorised to allot and issue equity securities (within the meaning of section 1023(1) of the Companies Act 2014, as amended) for cash pursuant to the authority conferred on the Directors by Resolution 5 as if section 1022(1) of the Companies Act 2014, as amended, did not apply, provided that:

- (i) this power shall be limited to the allotment of equity securities for cash, together with all treasury shares (within the meaning of Section 1078 of the Companies Act 2014, as amended) re-issued while this authority remains operable, shall not exceed the entire authorised but unissued units of Ordinary Stock of €0.05 each; and
- (ii) this authority shall expire at the close of business on the date of the Annual General Court of the Bank to be held in 2025 or 23 August 2025, whichever is earlier, save that the Bank may before such expiry make an offer or agreement which would or might require such securities to be issued and allotted after such expiry and the Directors may allot such securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.”

By Order of the Court
Sarah McLaughlin
Group Secretary
The Governor and Company of the Bank of Ireland
Baggot Plaza
27-33 Upper Baggot Street
Dublin 4
D04 VX58

26 April 2024

NOTES

Entitlement to attend and vote

1. Only the holder of the Bank's Ordinary Stock who is registered on the Company's register of members at:
 - 6.00 p.m. on 21 May 2024 (being the record date specified by the Bank for eligibility for voting); or
 - if the AGC is adjourned, at 6.00 p.m. on the day two days prior to the adjourned AGC is entitled to attend and vote at the AGC.
2. **Holders of the Bank's preference stock are not entitled to attend or vote at the AGC.**

Voting by Corporate Representatives

3. Any body corporate which is the holder of the Bank's Ordinary Stock may, by a document executed by or on behalf of such corporation, by a resolution of its Directors or other governing body of such body corporate, authorise such individual as it thinks fit to act as its representative at any general meeting of the Bank.

Appointment of proxies

4. The holder of the Bank's Ordinary Stock is entitled to appoint a proxy to attend, speak, ask questions and vote instead of it.
5. A Form of Proxy for use by the holder of the Bank's Ordinary Stock has been delivered to the holder of the Bank's Ordinary Stock.

Completion of a Form of Proxy

6. To be valid, a Form of Proxy and any power or other authority under which it is executed (or a duly certified copy of any such power or authority) must be lodged with the Group Secretary of the Bank not later than 48 hours before the AGC or adjourned AGC or (in the case of a poll taken otherwise than at or on the same day as the AGC or adjourned AGC) at least 48 hours before the time appointed for the taking of a poll.

Voting on a Poll

7. Where a poll is taken at the AGC, the holder of the Bank's Ordinary Stock holding more than one unit of Ordinary Stock need not use all of its votes or cast his/her votes in the same way.

Outstanding Stock Options

8. There are no outstanding stock options in issue by the Bank.