

RESOLUTIONS
OF
BANK OF IRELAND GROUP PLC
(the “Company”)

At the Annual General Meeting of the Company held at The Royal Dublin Society (RDS), Dublin 4, D04 AK83 on Thursday, 23 May 2024, the following Resolutions were passed: Resolutions 7, 9 and 12 were passed as Ordinary Resolutions and Resolutions 8, 10, 11 and 13 were passed as Special Resolutions.

7. To consider and, if thought fit, pass the following as a non-binding, advisory ordinary resolution:

“To receive and consider the 2023 Directors’ Report on Remuneration, as set out on pages 125 to 133 of the 2023 Annual Report.”

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

“THAT

(A) the Company and/or any subsidiary (as such expression is defined by Section 7 of the Companies Act 2014, as amended) of the Company be generally authorised to make purchases on a securities market (within the meaning of Section 1072 of the Companies Act 2014, as amended) of Ordinary Shares of the Company having a nominal value of €1.00 each on such terms and conditions and in such manner as the Directors or, as the case may be, the directors of such subsidiary, may from time to time determine but subject, however, to the provisions of the Companies Act 2014, as amended, and to the following restrictions and provisions:

(i) the maximum number of Ordinary Shares authorised to be acquired pursuant to the terms of this resolution shall, subject to the proviso hereinafter set out, not exceed 104,216,187 Ordinary Shares; representing approximately 10% of the Company’s issued Ordinary Shares (excluding treasury shares) as at the Latest Practicable Date;

(ii) the minimum price (excluding expenses) which may be paid for any Ordinary Share to be purchased shall be the nominal value thereof;

(iii) the maximum price (excluding expenses) which may be paid for any Ordinary Share to be purchased shall be the higher of:

(A) 5% above the average of the closing quotation prices of such Ordinary Shares as published in the Daily Official List of Euronext Dublin (formerly known as the Irish Stock Exchange) (or any successor publication thereto) for the five business days immediately preceding the day of purchase, and, in respect of any business day on which there shall be no dealing in such Ordinary Shares on Euronext Dublin, the price which is equal to the midpoint between the high and low market guide prices in respect of such Ordinary Shares for that business day, or if there shall be only one such market guide price so

published, the market guide price so published; such prices shall be as published in the Daily Official List of Euronext Dublin (formerly known as the Irish Stock Exchange) (or any successor publication thereto);

- (B) the amount stipulated by Article 3(2) of Commission Delegated Regulation (EU) 2016/1052 and any corresponding provision of any replacement legislation, being the value of an Ordinary Share calculated on the basis of the higher of the price quoted for:
 - (i) the last independent trade of; and
 - (ii) the highest current independent bid or offer for any number of Ordinary Shares on the trading venue where the purchase pursuant to the authority conferred by this resolution will be carried out.

If the means of providing the foregoing information as to dealings and prices by reference to which the maximum price is to be determined is altered or is replaced by some other means, then a maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on Euronext Dublin or its equivalent.

This resolution shall take effect and the authorities hereby conferred shall be effective immediately and shall expire at the close of business on the earlier of the date of the next AGM of the Company after the passing of this resolution or 23 August 2025 unless previously varied, revoked or renewed in accordance with the provisions of Section 1074 of the Companies Act 2014, as amended. The Company or any such subsidiary may before such expiry enter into a contract for the purchase of Ordinary Shares which would or might be wholly or partly executed after such expiry and may complete any such contract as if the authorities conferred hereby had not expired.”

9. 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 Company to allot and issue relevant securities (within the meaning of section 1021 of the Companies Act 2014, as amended) of the Company up to an aggregate of 343,913,417 Ordinary Shares of €1.00 each, representing approximately 33% of the Company’s issued Ordinary Shares (excluding treasury shares) as at the Latest Practicable Date, provided that this authority shall expire at the close of business on the date of the AGM of the Company to be held in 2025 or on 23 August 2025, whichever is earlier, save that the Company 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.”

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

“THAT, if resolution 9 is approved, the Directors be and are hereby generally authorised, as is referred to in Article 9(e) of the Articles of Association of the Company, and in addition to the authority under resolution 12, to allot and issue equity securities (within the meaning of section 1023(1) of the Companies Act 2014,

as amended), together with all treasury shares (as defined in Section 1078 of the Companies Act 2014, as amended) re-issued while this authority remains operable, for cash pursuant to the authority conferred on the Directors by resolution 8 as if section 1022(1) of the Companies Act 2014, as amended, did not apply provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with any rights issue or other pre-emptive issue in favour of Ordinary Shareholders (other than those holders with registered addresses outside the State to whom an offer would, in the opinion of the Directors, be impractical or unlawful in any jurisdiction) on the register of members at such record date as the Directors may determine where the equity securities respectively attributable to the interests of such Ordinary Shareholders are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by them and subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with regulatory requirements, legal or practical problems in respect of overseas Shareholders, or Shareholders subject to legal restrictions or sanctions, fractional elements or otherwise; and
- (b) the allotment of equity securities for cash (otherwise than under paragraph (a) above) together with all treasury shares (as defined in Section 1078 of the Companies Act 2014, as amended) re-issued while this authority remains operable shall not exceed 52,108,093 Ordinary Shares of €1.00 each (being equivalent to approximately 5% of the nominal value of the issued Ordinary Shares (excluding treasury shares) as at the Latest Practicable Date);

provided that this authority shall expire at the close of business on the date of the AGM of the Company to be held in 2025 or 23 August 2025, whichever is earlier, save that the Company 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 authority had not expired.”

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

“THAT if resolution 9 is approved, the Directors be and are hereby authorised, in addition to any authority granted under resolution 10, to issue and allot equity securities (as defined in section 1023 of the Companies Act 2014, as amended) for cash together with all treasury shares (as defined in Section 1078 of the Companies Act 2014, as amended) re-issued while this authority remains operable, for cash under the authority given by that resolution as if section 1022(1) of the Companies Act 2014 did not apply to any such issue or allotment, such authority to be:

- (i) limited to the allotment of equity securities up to 52,108,093 Ordinary Shares of €1.00 each (representing approximately 5% of the Company’s issued Ordinary Shares (excluding treasury shares) as at the Latest Practicable Date), and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of

Principles on Disapplying Pre-Emption Rights most recently published by the PreEmption Group prior to the date of this notice,

provided that this authority will expire at the close of business on the date of the AGM of the Company to be held in 2025 or 23 August 2025, whichever is earlier, save that the Company may before such expiry make an offer or agreement, which would, or might, require such securities to be allotted after such expiry and the Directors may allot securities in pursuance of such offer or agreement as if the authority had not expired.”

12. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT in addition and separate to the authority granted by resolution 9, the Directors be and are hereby generally empowered pursuant to section 1021 of the Companies Act 2014, as amended, to issue, allot, grant options over or otherwise dispose of:

- (a) Additional Tier 1 contingent equity conversion notes that automatically convert into or are exchanged for Ordinary Shares in the Company in prescribed circumstances (“AT1 ECNs”) where the Directors consider that such issuance of AT1 ECNs would be desirable in connection with, or for the purposes of, complying with or maintaining compliance with the regulatory capital requirements or targets applicable to the Company and/ or the Company and its subsidiaries from time to time; and
- (b) Ordinary Shares pursuant to the conversion or exchange of AT1 ECNs, or to agree to do any of the foregoing acts, PROVIDED THAT the power conferred by this resolution shall:
 - (i) be limited to the issue, allotment, grant of options over or other disposal of Ordinary Shares up to a maximum aggregate nominal amount of 156,324,280 Ordinary Shares of €1.00 each and of AT1 ECNs convertible or exchangeable into Ordinary Shares up to such maximum aggregate nominal amount;
 - (ii) expire on 23 August 2025 or at the close of business on the date of the Annual General Meeting of the Company to be held in 2025, whichever is the earlier, but so that the Company may make offers and enter into agreements before the authority expires which would or might require AT1 ECNs or Ordinary Shares to be issued or allotted or rights to subscribe for or to convert or exchange any security into Ordinary Shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer as if the authority had not expired.”

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

“THAT, if resolution 12 is approved, and in addition and separate to the authorities granted by resolutions 9, 10 and 11, the Directors be and are hereby generally empowered, as is referred to in Article 9(e) of the Articles of Association of the Company, to issue, allot, grant options over or otherwise dispose of equity securities (within the meaning of section 1023(1) of the Companies Act 2014, as amended) or a right to subscribe for, or convert any securities into, Ordinary Shares, including AT1 ECNs (as defined in resolution 12) and any Ordinary Shares issued pursuant to the conversion or exchange of AT1 ECNs of the Company for cash pursuant to the

authority conferred on the Directors by resolution 9 above as if section 1022(1) of the Companies Act 2014, as amended, did not apply up to a maximum aggregate amount provided for in paragraph (b)(i) of resolution 13, provided that this authority shall expire at the close of business on the date of the AGM of the Company to be held in 2025 or 23 August 2025, whichever is earlier, but so that the Company may make offers and enter into agreements before the authority expires which would or might require AT1 ECNs or Ordinary Shares to be issued or allotted or rights to subscribe or convert or exchange any security into Ordinary Shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer as if the authority had not expired.”