

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

At the Annual General Meeting of the Company held at The InterContinental Hotel, Simmonscourt Road, Dublin 4, D04 A9K8 on Thursday, 21 May 2026, the following Resolutions were passed: Resolutions 7, 10, 13 and 17 were passed as Ordinary Resolutions and Resolutions 8, 9, 11, 12, 14, 15, 16 and 18 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 2025 Directors’ Report on Remuneration, as set out in the 2025 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 95,078,247 Ordinary Shares; representing approximately 10% of the Company’s issued Ordinary Shares (excluding treasury shares) as at 13 April 2026 (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); and

- (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 date of the AGM of the Company to be held in 2027 or on 21 August 2027 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 a special resolution:

“THAT, subject to the passing of Resolution 8, for the purposes of Sections 109 and/or 1078 of the Act (the re-issue price range at which any treasury shares (as defined in the Act) for the time being held by the Company may be re-issued (including by way of re-issue off market) shall be as follows:

- (i) the maximum price at which a treasury share may be re-issued shall be an amount equal to 120% of the Appropriate Price; and
- (ii) the minimum price at which a treasury share may be re-issued shall be the nominal value of the share where such share is re-allotted under an employees’ share scheme (as defined by Section 64 of the Act) and in all other circumstances shall be 95% of the Appropriate Price.

For the purposes of this resolution the expression “Appropriate Price” shall mean the average of the closing quotation prices of Ordinary Shares in the capital of the Company as published in the Daily Official List of Euronext Dublin (or any successor publication thereto) for the five business days immediately preceding the day on which the treasury share is re-issued, 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 (or any successor publication thereto).

This Resolution shall take effect and the authorities hereby conferred shall be effective immediately and shall expire at the close of business on the date of the AGM of the Company to be held in 2027 or on 21 August 2027, whichever is earlier unless previously varied, revoked or renewed, and is without prejudice or limitation to any other authority of the Company to re-issue treasury shares.”

10. 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 316,924,322 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 2027 or on 21 August 2027, 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.”

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

“THAT, if Resolution 10 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 13, 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 10 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 47,539,123 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 2027 or 21 August 2027, 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.”

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

“THAT if Resolution 10 is approved, the Directors be and are hereby authorised, in addition to any authority granted under Resolution 11, 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 47,539,123 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 Pre-Emption 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 2027 or 21 August 2027, 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.”

13. 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 10, 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 142,617,371 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 21 August 2027 or at the close of business on the date of the AGM of the Company to be held in 2027, 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.”

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

“THAT, if Resolution 13 is approved, and in addition and separate to the authorities granted by Resolutions 10, 11, and 12, 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 13) 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 13 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 2027 or 21 August 2027, 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.”

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

“THAT the proposed cancellation of the Company’s listing of the Ordinary Shares in the capital of the Company from the equity shares (commercial companies) category of the Official List of the UK Financial Conduct Authority and the proposed removal of such Ordinary Shares from trading on the Main Market for listed securities of the London Stock Exchange plc (the “Proposed UK Delisting”) be and are hereby approved, and the Directors of the Company be and are hereby authorised to (i) cause such Proposed UK Delisting to be effected; and (ii) to do and/or procure to be done all such acts or things as they may consider necessary or desirable in connection therewith.”

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

“THAT the addition of the following as a new Article 135 to the Company’s Articles of Association be and is hereby approved:

Odd-lot Offer

(a) For the purpose of this Article:

- (i) “Odd-lot” shall mean a holding of 30 or fewer ordinary shares in the Company;
- (ii) “Odd-lot Holder” shall mean a Holder who holds an Odd-lot; and
- (iii) “Odd-lot Offer” shall mean an offer by the Company to Odd-lot Holders to purchase all their ordinary shares in the Company on the terms and conditions set out in such offer; and

(b) Subject to the members of the Company passing or having passed an ordinary resolution to give a specific authority for such Odd-lot Offer and the provisions of any applicable legislation, the Company may at any time make and implement an Odd-lot Offer on such terms as the Board shall determine. Upon the implementation of any Odd-lot Offer, unless Odd-lot Holders to whom any such offer is made have, in accordance with the terms of the Odd-lot Offer, elected to retain their Odd-lots, such Odd-lot Holders shall, subject to applicable law and regulation, be deemed (i) to have agreed to sell any Odd-lots so held on the terms of the Odd-lot Offer and (ii) to have appointed any member of the Board or any other person nominated by the Company as the attorney and agent of such Odd-lot Holders with irrevocable authority to complete and execute all or any contracts and/or other documents at the attorney’s discretion in relation to the Odd-lots for the purchase of such Odd-lots by the Company and to do all such other acts and things as may in the opinion of such attorney be necessary or expedient for the purchase of such Odd-lots or in connection with such Odd-lot Offer; and the Board shall be entitled to cause such Odd-lots to be sold (including to the Company) on such basis as the Board may determine and the Company shall account to such Odd-lot Holders for the proceeds attributable to them pursuant to the sale of such Odd-lots.

(c) Each Odd-lot Holder for which proceeds from the sale of Odd-lots have not been transferred in accordance with the terms of an Odd-lot Offer shall be recorded as a creditor in the Company’s accounts. No trust shall be created in respect of unclaimed proceeds, no interest shall be payable in respect of the same and the Company shall not be required to account for any money earned on the unclaimed proceeds. Any such proceeds unclaimed for a period of twelve years from the date of sale of the Odd-lots may be declared forfeited by the Board for the benefit of one or more charitable institutions nominated by the Board in its sole discretion.”

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

“THAT, subject to the passing of Resolutions 16 and 18, the Directors be and are hereby authorised to make and implement an Odd-lot Offer should they in their absolute discretion determine so to do having regard, without limitation, to regulatory, market and other considerations, in accordance with the terms and conditions set out on pages 24 to 26 of the document of which this Notice of AGM forms part, provided

that this authority shall expire at midnight on the date which is 18 months after the passing of this resolution unless previously varied, revoked or renewed by the Company in general meeting.”

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

“THAT, subject to the passing of Resolutions 16 and 17, the terms of the proposed contract providing for the purchase by the Company of certain of its own shares tabled at the AGM be and are hereby approved and authorised for the purposes of section 1075 of the Companies Act 2014 and otherwise, provided that this approval and authority shall expire at midnight on the date which is 18 months after the passing of this resolution unless previously varied, revoked or renewed by the Company by special resolution.”