

Bank of Ireland Group plc Compliance with CRD Governance Disclosures

Corporate Governance Statement

Regulation 84 of the Irish European Union (Capital Requirements) Regulations 2014 as amended (the “Regulations”) provides that where an institution maintains a website on the internet, such website shall contain an explanation of how the institution complies with the requirements of Regulations 76 to 83 of the Regulations. The purpose of this statement is to explain how the Group complies with the requirements of Regulations 76 to 83 of the Regulations.

Bank of Ireland Group plc (“BOIG plc”) is a holding company operating through its subsidiaries, including The Governor and Company of the Bank of Ireland (the “Bank”) (together the “Group”). A common board of directors and committee structure applies with the same directors sitting on the Board of Directors of BOIG plc (the “Board”) and on the Court of Directors of the Bank (the “Court”) and on the committees of each of the Board and the Court.

Governance Overview

The Board believes that robust governance and disciplined risk management are essential to the long-term sustainability of the Group and to safeguarding the interests of our shareholders, customers, and wider stakeholders. The Board and its Committees operate to uphold the highest standards of integrity, transparency, and accountability, supported by strong governance and risk management frameworks. These frameworks remain fundamental to the effective stewardship of the Group.

The Group is led by an effective and committed Board of Directors, who are collectively responsible for the long-term success of the Group. The Board is also responsible for establishing and promoting a culture of customer focus (including treating customers fairly), risk awareness and ethical behaviours through the Group values, and monitoring how that culture has been embedded. It ensures that the Group’s purpose, values, strategy, and culture are all aligned and reviews management performance in that regard.

The Group has in place a robust corporate governance framework that is considered appropriate to the Group’s circumstances and aligns with good corporate governance practices and requirements. The framework provides for systems of checks and controls required to drive accountability and effective decision making across the Group, with appropriate policies and practices to ensure that the Board and its Committees operate effectively.

The Board and Court’s oversight of risk management and internal control systems is supported through delegation of certain responsibilities to Committees of the Board and Court, the principal committees being the Group/Court Audit Committee, the Board/Court Risk Committee, the Group/Court Nomination and Governance Committee, and the Group/Court Remuneration Committee. The Board and Court committees have the same directors, meet consecutively, and operate with aligned terms of reference and shared agendas.

The Board’s role is to provide entrepreneurial leadership within the boundaries of risk appetite and a framework of prudent and effective controls which enable risk to be identified, assessed, measured and controlled. The Board sets the Group’s strategic aims and risk appetite to support the strategy, ensuring that the necessary financial and human resources are in place for the Group to meet its objectives. The Board has a schedule of matters specifically reserved for its decision which is reviewed and updated regularly. Matters requiring Board approval include but are not limited to the activities set out in the table below. Further information can be found in the [Board and Court Delegations and Matters Reserved on our website](#):

Strategy and Risk Appetite	Determination and approval of the Group Risk Appetite Statement and Strategy
Corporate and Capital Structure	Approval of capital investments, share issuances and equity underwriting within agreed parameters and thresholds
Management	Approval of business plans and budgets, and oversight of the management

Financial and Regulatory Reporting, Internal Controls, Risk and Capital Management	Approval of Half Year and Annual Report and Accounts, Group Risk Framework, ICAAP, ILAAP and Recovery Plan, Dividend Policy and dividend decisions, oversight of the internal control, compliance and risk management systems.
Transactions	Approval of corporate transactions, related party transactions and capital expenditure, within agreed parameters and thresholds
Corporate Governance, Board and Other Appointments	Setting the purpose, values and strategy and cultural alignment; oversight of corporate governance arrangements and the establishment of sub-committees; succession planning for the Board, including Executive Directors ² ; appointments of Directors, specified senior appointments and the appointment or removal of Heads of Control Functions; general meetings of shareholders and approval of shareholder circulars.
Pension Scheme and Remuneration	Approval of changes to the funding and/or benefits of pension schemes. Oversight of the Group's Remuneration Framework.

The Board approves the Group's Risk Management Framework on an annual basis and receives regular updates on the Group's risk environment and exposure to the Group's material risk types.

The work of the Board follows an agreed schedule of topics which evolves based on business needs and is reviewed annually by the Board.

The Board monitors and reviews the performance of the Group through a series of reports, updates from the Group's principal businesses on the execution of their business strategy and reports from each of the principal Board committees.

Board Composition

The composition of the Board, Court and their committees is structured to ensure that, both collectively and individually, members possess the skills, knowledge and experience necessary to provide effective oversight, strategic guidance, constructive challenge and support to management in the achievement of the Group's strategic and business objectives. The Chair, Deputy Chair and all the Independent Non-Executive Directors ("INED") bring independent challenge and judgement to the deliberations of the Board and the Court through their character, objectivity and integrity. Biographical details, including each Director's background, experience and independence classification, are set out on pages 56 to 59, and the Board skills and experience matrix is set out on page 54 of the Group's Annual Report for the financial year ending 31 December 2025 available at [Financial Information](http://bankofireland.com) (bankofireland.com).

The Group ensures that individual Board Directors have sufficient time to dedicate to their duties, having regard to applicable regulatory limits on the number of directorships which may be held by any individual Director. The Company and the Bank have each been classified as 'significant institutions' by the European Central Bank ("ECB") under the Single Supervisory Mechanism (SSM) Framework. During the year ended 31 December 2025, all Directors were within the CRD directorship limits set out for significant institutions, including any derogations granted by the Regulator.

On an annual basis the Group conducts a review of the continued fitness and probity of members of the Board, whereby Directors are asked to confirm any changes in circumstances in respect of their compliance with the Fitness and Probity Standards issued by the Central Bank of Ireland and the guidelines issued jointly by the European Banking Authority ("EBA") and the European Securities and Markets Authority ("ESMA") on the assessment of the suitability of members of the management body and key function role holders under Directive 2013/36/EU and Directive 2014/65/EU, as amended. All changes in circumstances disclosed are assessed and their materiality determined.

Time commitments of Directors are considered as part of this review process, and Directors are asked to confirm that they continue to have sufficient time to perform their roles. Before accepting any additional external

commitments, including other Directorships that might impact on the time available to devote to their role, the agreement of the Chairman and the Group Secretary, and approval of the Nomination & Governance Committee, or, depending on the nature of the proposed commitment, approval from the full Board, must be sought. In certain cases, advanced CBI approval must also be sought. Proposed new external commitments are assessed against conflicts of interest, over-boarding and time commitment considerations. Any new external commitments proposed by the Chairman require Senior Independent Director (“SID”) and Group Secretary approval in the first instance and, depending on the nature of the proposed commitment, the Board and CBI approval in advance.

The respective roles of the Chairman of the Board and Court and the Group Chief Executive Officer, which are separate, are set out in writing and have been agreed by the Board.

The Chairman oversees the operation and effectiveness of the Board and the Court, including ensuring that agendas cover the key strategic items confronting the Group and encouraging all Directors to participate fully in the discussions and activities of the Board and Court. He also ensures that there is effective communication with shareholders and promotes compliance with governance standards.

The Group CEO is responsible for execution of the approved strategy, holds delegated authority from the Board for the day-to-day management of the business and has ultimate executive responsibility for the Group’s operations, compliance and performance.

Appointments to the Board and the Court

The Board is responsible for endorsing the appointment of individuals who may have a material impact on the risk profile of the Group and monitoring on an ongoing basis their appropriateness for the role.

The Board and Court plan for renewal, with the assistance of the Group and Court Nomination & Governance Committees (“NGC”), each of which comprise the same Directors, and regularly review Board and Court composition, tenure and succession planning. In accordance with the Director Assessment Policy and the Board and Court Diversity Policy, all appointments are made on merit against objective criteria (including the skills and experience the Board and Court as a whole that are required to be effective) with due regard for the benefits of diversity on the Board and Court.

The NGC ensures a formal, rigorous and transparent process when considering candidates for appointment to the Board and maintains continuous oversight of the Board’s composition to ensure it remains appropriate and has regard for its purpose, strategy, culture, major business lines, geographies, risk profile and governance requirements.

The NGC leads the process for appointments to the Board and ensures plans are in place for orderly succession to Board positions. When commencing a search for a new Director, the NGC defines a detailed role profile, based on its analysis of the skills and experience needed and selects an external search firm to facilitate the process. The NGC ensures that a comprehensive due diligence process is undertaken, which includes the candidate’s self-certification of probity and financial soundness, external references and relevant external checks. The due diligence process facilitates the NGC in satisfying itself as to the candidate’s independence, fitness and probity, and capacity to devote sufficient time to the role before making a formal recommendation to the Board. Regulatory assessment and formal approval are required and received for all Board appointments. A Board-approved Policy for the Assessment of Directors, which outlines the Board appointment process, is in place, and is aligned with applicable joint guidelines issued by ESMA and the EBA. Appointments will not proceed where conflicts emerge which are considered to be significant to the overall work of the Board/Court.

All newly-appointed Directors are provided with a comprehensive letter of appointment detailing their responsibilities as Directors, the terms of their appointment and the expected time commitment for the role. A copy of the standard terms and conditions of appointment of NEDs can be inspected during normal business hours by contacting the Group Secretary.

Induction and Professional Development

On appointment, new Directors are provided with tailored and comprehensive induction programmes to fit with their individual experiences and needs, including the process for avoiding and managing conflicts. A suite of

induction documentation is furnished to all incoming Directors to facilitate their understanding of how the Group operates and the key issues that it faces, supported by meetings with senior management on matters such as strategy, risk, regulations, people, technology, operations, capital and liquidity management and the Group's financial position.

On an ongoing basis, briefings appropriate to the business of the Group are provided to all NEDs. In order to ensure that the Directors continue to further their understanding of the issues facing the Group, Directors are provided with professional development sessions and briefings on a range of technical matters, tailored to their particular requirements, which are informed by the outcome of the annual effectiveness reviews, the annual skills assessment of the Board, emerging external developments, and areas identified for further focus. Continuous education is delivered through varying formats by internal and external experts, including external educational courses, events or conferences. Annual training on Anti-Money Laundering, the Group Code of Conduct, and cyber security are mandatory for all Directors. A formal assessment of the collective skillset of the Board/Court is conducted annually.

Conflicts of Interest

The Board has an approved Conflicts of Interest Policy which sets out how actual, potential or perceived conflicts of interest are to be identified, reported and managed to ensure that Directors act at all times in the best interests of the Group. This policy is reviewed on an annual basis.

The Group Code of Conduct clarifies the duty to avoid conflicts of interest and applies to all employees and Directors of the Group. The Code of Conduct is reviewed on an annual basis and communicated throughout the Group. Both the Conflicts of Interest Policy and Group Code of Conduct are fully aligned with the CBI's Individual Accountability Framework, including the Common and Additional Conduct Standards, and the Senior Executive Accountability Regime.

Internal Controls

The Directors acknowledge their overall responsibility for the Group's systems of internal control and for reviewing their effectiveness. Such systems are designed to ensure that there are thorough and regular evaluations of the nature and extent of risks and the ability of the Group to react accordingly. The Group operates a comprehensive internal control framework over financial reporting with documented procedures and guidelines to support the preparation of the consolidated financial statements.

Communications and Disclosures

Communication with shareholders is given high priority. One of the responsibilities of the Chairman is to ensure effective communication with shareholders and to ensure that Directors develop an understanding of the views of major investors.

Performance Evaluation

The Board seeks to continually enhance its operations and each year, conducts a formal effectiveness evaluation of the Board. In addition to reviewing the Board's operations, composition and overall effectiveness, the review considers past performance with the aim of identifying possible opportunities for improvement, determines whether the Board and its Committees are, as a whole, effective in discharging their responsibilities and, in the case of individual Directors, alongside the Chairman's assessment, provides further insights into the impact on the collective of the contribution of individual directors. The Board is required to have an external evaluation conducted once every three years. The Board conducted an externally facilitated review in 2024, which was conducted by Bvalco Limited and concluded the Board had been effective during 2024. The outcome of the 2025 internal Board effectiveness evaluation was considered in January 2026 and reflected the Board's continued effectiveness throughout 2025.

Group and Court Nomination & Governance Committees

The NGC shall comprise a minimum of three members, appointed by the Board, all of whom shall be NEDs, with a majority of members being Independent NEDs ("INED"). The Board Chair and the Deputy Chair shall be members of the NGC.

The NGC is responsible for leading the process for Board, and key subsidiary Board appointments and renewals. The Committees regularly review succession plans for the Board and key subsidiary Boards in the context of the

Group's strategy and the skills, knowledge and experience of current Directors and makes appropriate recommendations to the Board and Court. In addition the Committees monitor developments in corporate governance, assesses the implications for the Group and advise the Board and Court accordingly.

The terms of reference of the NGC state that in performing its duties, the NGC shall to the extent possible and on an ongoing basis, take account of the need to ensure that Board and Court decision making is not dominated by any one individual or small group of individuals in a manner that is detrimental to the interests of the Group as a whole.

The terms of reference of the NGC are reviewed at least annually by the NGC and recommended to the Board and Court for approval, and are available on the Group's website ([Board/Court Committees Terms of Reference - Bank of Ireland Group Website](#))

Diversity, including skills, background, and personal strengths, is an important driver of effectiveness, creating different perspectives among directors, and breaking down a tendency towards 'group think'. The Board is fully committed to diversity in all forms and believes that diversity is an essential ingredient of sound decision-making and an important element in maintaining competitive advantage. The Board's commitment to diversity is set out in the Board Diversity Policy which, following review in 2025 led by NGC, has retained specific targets in relation to female representation on the Board, ethnic minority representation and appointment of a female to one of the four senior roles on the Board. The Board is structured to ensure that the Directors have a diverse combination of skills, regional and industry experience, educational and professional background, gender, age and other relevant qualities knowledge, with Committee Members' demonstrating relevant experience and expertise, and qualifications pursuant to the respective committee mandates.

The target set by the Board and Court is to have a minimum of 40% female representation on the Board and Court, with a medium-term aspiration to have broadly equal gender representation on the Board and Court. Bank of Ireland is committed to having a gender-diverse Board and Court, to achieving the targets set and to ensuring an open and fair recruitment and selection process. Female representation on the Board and Court is currently at 40%.

Additionally, the Board and Court are committed to the application of recruitment and selection criteria that are explicitly informed by the relevant Listing Rule targets for female representation in relevant senior roles, and when assessing candidates for succession will seek to maintain at least one of the following senior positions on the Board and Court being held by a female: Chair; Chief Executive; Senior Independent Director; and Chief Financial Officer.

The Board and Court has met its target of appointing at least one Director from an ethnic minority, and the Senior Independent Director position is currently held by a female.

Candidates are assessed on merit against objective criteria and with due regard for the benefits of diversity on the Board and Court. Increasing diversity on the Board and Court will continue to be an important consideration in all Board and Court role changes and in active and future searches to fill Board and Court vacancies. When setting diversity objectives, the NGC will consider diversity benchmarking results published by competent authorities, the European Banking Authority or other relevant international bodies or organisations.

The Director Assessment Policy, the Group Fitness & Probity and Suitability Assessment Policy and the Board/Court Diversity Policy are periodically reviewed by the NGC. The Board Diversity Policy is reviewed annually.

The Group and Court Remuneration Committees ("RemCo")

The RemCo is comprised of a minimum of three INEDs who have the knowledge, skills and experience to reach an independent judgement on the suitability of the Group's remuneration policies and practices, including implications for risk and risk management. The RemCo is chaired by an INED who has served on a Remuneration Committee previously for a minimum of twelve months and its composition is compliant with the requirements of the Regulations. In order to ensure that remuneration policies and procedures are consistent with effective risk management, there is common membership between the RemCo and the Board and Court Risk Committees.

The RemCo is responsible for the oversight of Group-wide remuneration strategy, policies and practices for all employees, with specific reference to the Chair, Executive Directors, Group Executive Committee ("GEC"), Heads

of Control Functions, the Group Company Secretary and Material Risk Takers (“MRT”). The remuneration of NEDs of the Board and Court is not a matter for the Remuneration Committee and is instead reviewed by the Chair of the Board in consultation with the Chief Executive Officer, the Chief People Officer, and the Group Company Secretary. NED fees shall be determined by the Board/Court within the limits set by shareholders in accordance with the Articles of Association. The remuneration of the Chair is a matter for RemCo. Neither the Chair nor any Director participates in decisions relating to their own personal remuneration.

The RemCo is responsible for overseeing the annual review of the Group Remuneration Policy and the approach to MRT identification, with input from the relevant risk management functions and the Board Risk Committees.

The terms of reference of the RemCo are reviewed annually by the RemCo and recommended to the Board and Court for approval, and are available on the Group’s website ([Board/Court Committees Terms of Reference - Bank of Ireland Group Website](#)).

The terms of reference of the RemCo state that in framing remuneration strategy, frameworks and policies, the RemCo shall take into account the long-term interests of shareholders, investors and other stakeholders in the Group and the public interest.

It is the RemCo’s responsibility to ensure that the Group’s overall reward strategy is consistent with achievement of the Group’s strategic objectives and compliance with applicable Regulations, insofar as possible given the constraints of operating within the remuneration restrictions.

Group Remuneration Policy

The Group Remuneration Policy provides a framework for all remuneration related policies and practices for all colleagues and Directors of the Group. The framework aims to support the Group to become an employer of choice by attracting and retaining the right people in the right roles and thus support the Group’s ambition, strategic priorities, purpose and values.

The Remuneration Policy is owned by the Chief People Officer with oversight from the RemCo, which reviews the Policy on an annual basis. The Remuneration Policy applies, in its entirety, to all Group employees, Directors (including NEDs), fixed-term contractors and temporary employees in all institutions and other entities within the scope of prudential consolidation, including all branches. This Policy does not apply to Joint Ventures, which are subject to specific contractual agreements with Joint Venture partners. Bank of Ireland (UK) plc, New Ireland Assurance Company, and J&E Davy have their own Remuneration Policies which are broadly consistent with the Group Remuneration Policy. These policies are compliant with relevant regulations and are approved by their own boards and/or board remuneration committees and their Chief People Officer equivalent role holder. Where there is a conflict between the requirements imposed by this Policy and the requirements applicable under regulations/law, the regulations/law will apply.

The Remuneration Policy and associated procedures and practices are aligned to all relevant regulatory requirements and is considered regulatory compliant. The Group remains subject to the Irish government restrictions whereby variable remuneration is capped at €20,000. This cap applies to all directors, senior management, employees, and certain service providers across the Group, except Davy colleagues.

The Group approach to remuneration is consistent for all employees. The ethos is to reward employees fairly and competitively for their contribution to the Group. Reward structures are reviewed on a regular basis to assess the competitiveness of the total reward arrangements against market norms and ensure compliance with the prevailing regulatory requirements and remuneration restrictions.

The Group is required to identify and maintain a list of employees whose professional activities have a material impact on the risk profile of the Group, known as MRTs. MRTs are identified according to a number of qualitative and quantitative criteria as set out in the remuneration regulations, as well as criteria included by the Group to ensure the list is aligned to the Group’s risk profile. The Group MRT list is approved at least annually. RemCo reviews and approves the remuneration for Group MRTs, cognisant of the stringent rules regulating the remuneration of MRTs. There are a number of structural requirements specific to the remuneration of MRTs, however due to the Irish government €20,000 restriction on variable remuneration, the Group can and does avail

of derogation, so these do not currently apply to MRTs governed by CRD (e.g. deferral, and the payment of variable remuneration in instruments).

Variable remuneration structures are designed to a) reward performance; b) promote customers best interests; c) support good risk management; d) operate with strong controls; and e) to be regulatory compliant. The Group operates a fully flexible policy on variable remuneration with variable remuneration subject to risk adjustment and dependent on Group and individual performance. Any increases in remuneration and the potential awarding of variable remuneration is subject to the Group maintaining strong capital and liquidity levels. The regulatory requirements relating to malus and clawback apply to any variable pay awards granted by the Group.

Review

During 2025, RemCo was assisted in its considerations by PwC UK, who was formally appointed by the RemCo as its remuneration adviser in 2024 following a tender process comprising a review of potential advisors and an assessment of the service provided by PwC and its performance. PwC UK had originally been appointed adviser in 2020.

The RemCo is responsible for approving the Policy and overseeing its implementation, including that remuneration policies and practices have been designed and implemented on a gender-neutral basis. To facilitate this, the Policy and remuneration practices are subject to an annual independent central review. Group Internal Audit, a third line of defence function, carries out this review. On a risk basis, Group Risk Assurance, a second line of defence function, monitors the Policy in relation to compliance with remuneration regulations and associated guidelines.

To support the alignment of risk and remuneration, where possible, and for good governance, the following applies:

- a) There is cross-membership between the RemCo and the Board Risk Committee.
- b) The Group Chief Risk Officer (“GCRO”) attends at least one RemCo meeting per year to report on the Group’s risk profile, its financial condition and future prospects, and to consider risk implications for the GPS variable pool, prior to grant of any pay award. The Remuneration Committee reflects on this report and is responsible for approving recommendations to apply in-year adjustments, malus or clawback for relevant events in accordance with the Group Performance Scheme assessment process using judgement and applying discretion where required.

The Board and Court Risk Committees (“BRC”)

The BRC is comprised of at least four members, all of whom will be NEDs whom the Board believes have, collectively, appropriate knowledge, skills and expertise to understand and monitor risk strategy and risk appetite. The key responsibilities of the BRC are set out in its terms of reference, which are reviewed annually by the BRC and recommended to the Board and Court for approval, and are available on the Group’s website ([Board/Court Committees Terms of Reference - Bank of Ireland Group Website](#)).

The BRC is established to monitor risk governance and to assist the Board in discharging its responsibilities in ensuring that risks relating to the Bank and its subsidiaries (“the Group”) are properly identified, assessed, monitored, reported, and controlled; and that strategy is informed by and aligned with the Group’s risk appetite.

The BRC makes recommendations to the Board on risk issues where the Board has reserved authority, maintains oversight of the Group’s risk profile, including adherence to Group risk principles, policies and standards, and approves certain material risk policies within delegated discretion.

The Executive Risk Committee (“ERC”) and the Asset & Liability Committee (“ALCO”) are the most senior executive risk committees with responsibility for overseeing the material risks of the Group, taking a holistic approach to overseeing the effective management of risk (financial & non-financial) across the Group. They are also responsible for overseeing compliance with risk appetite and other approved policy limits, making recommendations to the BRC and regularly reporting to the GEC via the GCRO as ERC Chair, and CFO as ALCO Chair.

Further details on the role of the ERC and ALCO in the risk governance of the Group as at the end of the financial year ending 31 December 2025 are set out in the Risk Management Report which forms part of the Group Annual Report, which is available in the 2025 Annual Report & Accounts at [HoldCo YE25](#).

The Group and Court Audit Committees (“GAC”)

The Committee is comprised of at least four members, all of whom will be INEDs. The Committee as a whole shall have an appropriate mix of skills and relevant accounting/financial reporting experience.

One of the key responsibilities of the GAC is to assist the Group in monitoring the quality and integrity of the financial statements and the financial reporting process, and to recommend to the Board that it believes that the Group Annual Report taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group’s position and performance, business model and strategy.

The GAC acts independently of the executive to ensure that the interests of the shareholders are properly protected in relation to financial reporting and internal controls. The members of the GAC collectively possess extensive expertise in financial markets, treasury, risk management and International Financial Reporting Standards (IFRS). The GAC’s composition is considered to meet all of the applicable requirements, including the necessity for recent and relevant financial experience and proficiency in accounting or auditing. The Chair of the BRC is a member of the GAC and the Chair of the GAC is a member of the BRC. There is also common membership between the GAC and the other Group committees. This common membership helps facilitate appropriate co-ordination and effective governance across key areas of internal control.

The key responsibilities of the GAC are set out in its terms of reference, which are reviewed annually by the GAC and recommended by the Board and Court for approval, and are available on the Group’s website ([Board/Court Committees Terms of Reference - Bank of Ireland Group Website](#)).

Country by Country Reporting

Details of how the Group meets its country-by-country reporting obligations for the financial year end 31 December 2025 can be found on the Group’s website at [Other Information](#).

Public Disclosure of Return on Assets

The Regulations require disclosure in a firm’s Annual Report and accounts of its return on assets. Details of the return on total assets for the Group for the financial year end 31 December 2025 can be found in the Group Annual Report at [HoldCo YE25](#).